UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[Mark One]

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2019

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ____________ to ____________

Commission File Number: 0-23999

MANHATTAN ASSOCIATES, INC.
(Exact Name of Registrant as Specified in Its Charter)

Georgia **(State or Other Jurisdiction of Incorporation or Organization)**	**58-2373424** **(I.R.S. Employer Identification No.)**
2300 Windy Ridge Parkway, Tenth Floor **Atlanta, Georgia** **(Address of Principal Executive Offices)**	**30339** **(Zip Code)**

Registrant's Telephone Number, Including Area Code: (770) 955-7070

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock	MANH	Nasdaq Global Select Market

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulations S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging Growth Company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the Registrant's class of capital stock outstanding as of October 21, 2019, the latest practicable date, is as follows: 63,900,824 shares of common stock, $0.01 par value per share.

MANHATTAN ASSOCIATES, INC.
FORM 10-Q
Quarter Ended September 30, 2019

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PART I
FINANCIAL INFORMATION

Item 1.Financial Statements

MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(in thousands, except share and per share data)

	September 30, 2019 (unaudited)	December 31, 2018
ASSETS		
Current assets:		
Cash and cash equivalents	**$ 113,618**	$ 99,126
Short-term investments	**-**	1,440
Accounts receivable, net of allowance of $2,611 and $2,589, respectively	**108,397**	100,108
Prepaid expenses and other current assets	**19,580**	14,708
Total current assets	**241,595**	215,382
Property and equipment, net	**20,959**	14,318
Operating lease right-of-use assets	**37,178**	-
Goodwill, net	**62,233**	62,240
Deferred income taxes	**6,747**	5,442
Other assets	**11,585**	9,768
Total assets	**$ 380,297**	$ 307,150
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	**$ 21,190**	$ 18,181
Accrued compensation and benefits	**40,023**	29,485
Accrued and other liabilities	**19,334**	12,161
Deferred revenue	**97,302**	81,894
Income taxes payable	**4,645**	3,543
Total current liabilities	**182,494**	145,264
Operating lease liabilities, long-term	**33,929**	-
Other non-current liabilities	**12,224**	14,739
Shareholders' equity:		
Preferred stock, no par value; 20,000,000 shares authorized, no shares issued or outstanding in 2019 and 2018	**-**	-
Common stock, $0.01 par value; 200,000,000 shares authorized; 63,900,528 and 64,860,419 shares issued and outstanding at September 30, 2019 and December 31, 2018, respectively	**639**	649
Retained earnings	**169,560**	163,359
Accumulated other comprehensive loss	**(18,549)**	(16,861)
Total shareholders' equity	**151,650**	147,147
Total liabilities and shareholders' equity	**$ 380,297**	$ 307,150

See accompanying Notes to Condensed Consolidated Financial Statements.

MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Income
(in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019 (unaudited)	2018 (unaudited)	2019 (unaudited)	2018 (unaudited)
Revenue:				
Cloud subscriptions	**$ 14,242**	$ 6,455	**$ 31,110**	$ 16,301
Software license	**15,486**	11,526	**39,621**	32,054
Maintenance	**37,763**	37,177	**111,185**	110,567
Services	**91,626**	84,136	**274,208**	245,160
Hardware	**3,158**	3,057	**8,896**	10,709
Total revenue	**162,275**	142,351	**465,020**	414,791
Costs and expenses:				
Cost of software license	**748**	1,211	**1,963**	4,615
Cost of cloud subscriptions, maintenance and services	**73,618**	59,975	**211,151**	173,446
Research and development	**22,614**	18,453	**65,824**	53,688
Sales and marketing	**12,125**	10,726	**41,426**	37,419
General and administrative	**16,236**	13,711	**48,091**	39,396
Depreciation and amortization	**1,937**	2,179	**5,710**	6,616
Total costs and expenses	**127,278**	106,255	**374,165**	315,180
Operating income	**34,997**	36,096	**90,855**	99,611
Other income, net	**810**	1,538	**368**	3,245
Income before income taxes	**35,807**	37,634	**91,223**	102,856
Income tax provision	**8,700**	9,179	**22,219**	24,081
Net income	**$ 27,107**	$ 28,455	**$ 69,004**	$ 78,775
Basic earnings per share	**$ 0.42**	$ 0.43	**$ 1.07**	$ 1.18
Diluted earnings per share	**$ 0.42**	$ 0.43	**$ 1.06**	$ 1.18
Weighted average number of shares:				
Basic	**64,247**	65,658	**64,591**	66,539
Diluted	**64,992**	65,901	**65,112**	66,717

See accompanying Notes to Condensed Consolidated Financial Statements.

MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
(in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Net income	**$ 27,107**	$ 28,455	**$ 69,004**	$ 78,775
Foreign currency translation adjustment	**(1,925)**	(2,478)	**(1,688)**	(6,049)
Comprehensive income	**$ 25,182**	$ 25,977	**$ 67,316**	$ 72,726

See accompanying Notes to Condensed Consolidated Financial Statements.

MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(in thousands)

	Nine Months Ended September 30, 2019 (unaudited)	Nine Months Ended September 30, 2018 (unaudited)
Operating activities:		
Net income	$ 69,004	$ 78,775
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,710	6,616
Equity-based compensation	23,646	14,573
(Gain) loss on disposal of equipment	(436)	56
Deferred income taxes	(1,331)	(244)
Unrealized foreign currency gain	(570)	(1,373)
Changes in operating assets and liabilities:		
Accounts receivable, net	(9,178)	(1,995)
Other assets	(7,042)	(5,296)
Accounts payable, accrued and other liabilities	16,271	11,059
Income taxes	576	(7,488)
Deferred revenue	15,696	8,635
Net cash provided by operating activities	112,346	103,318
Investing activities:		
Purchase of property and equipment	(11,358)	(5,536)
Net maturities (purchases) of investments	1,439	(5,196)
Net cash used in investing activities	(9,919)	(10,732)
Financing activities:		
Purchase of common stock	(86,459)	(124,558)
Net cash used in financing activities	(86,459)	(124,558)
Foreign currency impact on cash	(1,476)	(3,801)
Net change in cash and cash equivalents	14,492	(35,773)
Cash and cash equivalents at beginning of period	99,126	125,522
Cash and cash equivalents at end of period	$ 113,618	$ 89,749

See accompanying Notes to Condensed Consolidated Financial Statements.

MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Shareholders' Equity
(in thousands, except share data)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Amount				
For the Three Months Ended September 30, 2019						
Balance, June 30,2019 (unaudited)	**64,322,067**	**$ 643**	**$ -**	**$ 170,668**	**$ (16,624)**	**$ 154,687**
Repurchase of common stock	**(432,995)**	**(4)**	**(8,002)**	**(28,215)**	**-**	**(36,221)**
Restricted stock units issuance	**11,456**	**-**	**-**	**-**	**-**	**-**
Equity-based compensation	**-**	**-**	**8,002**	**-**	**-**	**8,002**
Foreign currency translation adjustment	**-**	**-**	**-**	**-**	**(1,925)**	**(1,925)**
Net income	**-**	**-**	**-**	**27,107**	**-**	**27,107**
Balance, September 30, 2019 (unaudited)	**63,900,528**	**$ 639**	**$ -**	**$ 169,560**	**$ (18,549)**	**$ 151,650**
For the Nine Months Ended September 30, 2019						
Balance, December 31, 2018 (audited)	**64,860,419**	**$ 649**	**$ -**	**$ 163,359**	**$ (16,861)**	**$ 147,147**
Repurchase of common stock	**(1,306,193)**	**(13)**	**(23,643)**	**(62,803)**	**-**	**(86,459)**
Restricted stock units issuance	**346,302**	**3**	**(3)**	**-**	**-**	**-**
Equity-based compensation	**-**	**-**	**23,646**	**-**	**-**	**23,646**
Foreign currency translation adjustment	**-**	**-**	**-**	**-**	**(1,688)**	**(1,688)**
Net income	**-**	**-**	**-**	**69,004**	**-**	**69,004**
Balance, September 30, 2019 (unaudited)	**63,900,528**	**$ 639**	**$ -**	**$ 169,560**	**$ (18,549)**	**$ 151,650**
For the Three Months Ended September 30, 2018						
Balance, June 30,2018 (unaudited)	65,759,735	$ 658	$ -	$ 143,994	$ (15,410)	$ 129,242
Repurchase of common stock	(391,814)	(4)	(5,303)	(15,537)	-	(20,844)
Restricted stock units issuance	10,548	-	-	-	-	-
Equity-based compensation	-	-	5,303	-	-	5,303
Foreign currency translation adjustment	-	-	-	-	(2,478)	(2,478)
Net income	-	-	-	28,455	-	28,455
Balance, September 30, 2018 (unaudited)	65,378,469	$ 654	$ -	$ 156,912	$ (17,888)	$ 139,678
For the Nine Months Ended September 30, 2018						
Balance, December 31, 2017 (audited)	67,776,138	$ 678	$ -	$ 186,117	$ (11,839)	$ 174,956
Repurchase of common stock	(2,744,126)	(27)	(14,570)	(109,961)	-	(124,558)
Restricted stock units issuance	346,457	3	(3)	-	-	-
Equity-based compensation	-	-	14,573	-	-	14,573
Adjustment due to adoption of ASC 2014-09 Revenue from Contracts with Customers (Topic 606)	-	-	-	1,981	-	1,981
Foreign currency translation adjustment	-	-	-	-	(6,049)	(6,049)
Net income	-	-	-	78,775	-	78,775
Balance, September 30, 2018 (unaudited)	65,378,469	$ 654	$ -	$ 156,912	$ (17,888)	$ 139,678

See accompanying Notes to Condensed Consolidated Financial Statements.

1. Basis of Presentation and Principles of Consolidation

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of Manhattan Associates, Inc. and its subsidiaries (the “Company,” “we,” “us,” “our,” or “Manhattan”) have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial information, with the instructions to Form 10-Q and with Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required for complete financial statements. In the opinion of management, these condensed consolidated financial statements contain all normal recurring adjustments considered necessary for a fair presentation of our financial position at September 30, 2019, the results of operations for the three and nine months ended September 30, 2019 and 2018, and cash flows for the nine months ended September 30, 2019 and 2018. The results for the three and nine months ended September 30, 2019 are not necessarily indicative of the results to be expected for the full year or any other interim period. These statements should be read in conjunction with our audited consolidated financial statements and management’s discussion and analysis included in our annual report on Form 10-K for the year ended December 31, 2018.

Principles of Consolidation

The accompanying condensed consolidated financial statements include our accounts and the accounts of our wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

New Accounting Pronouncements Adopted in Fiscal Year 2019

Leases

In February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) 2016-02, Leases, which establishes new Accounting Standard Codification (ASC) Topic 842 (ASC 842), to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. Under the new guidance, a lessee is required to recognize assets and liabilities for leases with lease terms of more than 12 months. Consistent with previous GAAP, the recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee primarily depends on its classification as a finance or operating lease. However, unlike previous GAAP which required only capital leases to be recognized on the balance sheet, the new standard requires both types of leases to be recognized on the balance sheet. ASC 842 also requires disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. These disclosures include qualitative and quantitative requirements, providing additional information about the amounts recorded in the financial statements.

ASC 842 was previously required to be adopted using the modified retrospective approach. However, in July 2018, the FASB issued ASU 2018-11, which allowed for retrospective application with the recognition of a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. Under this option, entities do not need to apply ASC 842 (along with its disclosure requirements) to the comparative prior periods presented.

We adopted ASC 842 in the first quarter of 2019. Accordingly, most of our operating leases (primarily for office space) are recognized as operating lease liabilities and right-of-use assets on our balance sheet. We elected to adopt certain of the optional practical expedients, including the package of practical expedients, which, among other things, gives us the option to not reassess: (1) whether expired or existing contracts are or contain leases; (2) the lease classification for expired or existing leases; and (3) initial direct costs for existing leases. We elected the optional transition method that allows for a cumulative-effect adjustment as of the adoption date coupled with the option to not restate prior periods. We also elected the practical expedient to not separate lease and non-lease components, which allows us to account for lease and non-lease components as a single lease component. We did not elect the hindsight practical expedient in our determination of the lease term for our existing leases.

Adoption of the new standard resulted in the recording of operating lease assets and operating lease liabilities of approximately $28.5 million and $31.0 million as of January 1, 2019, respectively. The adoption had no impact on retained earnings, the Consolidated Statements of Income, or the Consolidated Statements of Cash Flows.

2. Revenue Recognition

We recognize revenue when we transfer control of the promised products or services to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those products or services. We derive our revenue from software licenses, cloud subscriptions, customer support services and software enhancements ("maintenance"), implementation and training services, and sales of hardware. We exclude sales and usage-based taxes from revenue.

Nature of Products and Services

Our perpetual software licenses provide the customer with a right to use the software as it exists at the time of purchase. We recognize revenue for distinct software licenses once the license period has begun and we have made the software available to the customer.

Cloud subscriptions includes software as a service (SaaS) and arrangements which provide customers with the right to use our software within a cloud-based environment that we provide and manage where the customer does not have the right to take possession of the software without significant penalty. SaaS and hosting revenues are recognized ratably over the contract period. For contracts that include a perpetual license and hosting services, we generally consider the arrangement as an overall service, recognized over the initial hosting term. The software license fee typically due at the outset of the arrangement is not payable again if the customer renews the hosting services, so that the customer's option to renew the hosting services is a material right, the revenue from which, if the option is exercised, we will recognize over the applicable renewal period.

Our perpetual software licenses are typically sold with maintenance under which we provide a comprehensive 24 hours per day, 365 days per year program that provides customers with software upgrades, when and if available, which include additional or improved functionality and technological advances incorporating emerging supply chain and industry initiatives. Revenue related to maintenance is generally paid in advance and recognized ratably over the term of the agreement, typically twelve months.

Our services revenue consists of fees generated from implementation, training, and application managed services, including reimbursements of out-pocket expenses in connection with our implementation services. Implementation services include system planning, design, configuration, testing, and other software implementation support, and are typically optional and distinct from our software. Following implementation, customers may purchase application managed services to support and maintain our software. Fees for our services are separately priced and are generally billed on an hourly basis, and revenue is recognized over time as the services are performed. In certain situations, we render professional services under agreements based upon a fixed fee for portions of or all of the engagement. Revenue related to fixed-fee-based services contracts is recognized over time based on the proportion performed.

As part of a complete solution, our customers periodically purchase hardware products developed and manufactured by third parties from us for use with the software licenses purchased from us. These products include computer hardware, radio frequency terminal networks, radio frequency identification (RFID) chip readers, bar code printers and scanners, and other peripherals. As we do not physically control the hardware that we sell, we are acting as an agent in the transaction and recognize our hardware revenue net of related cost. We recognize hardware revenue when control is transferred to the customer upon shipment.

Significant Judgements

Our contracts with customers typically contain promises to transfer multiple products and services to a customer. Judgement is required to determine whether each product and service is considered to be a distinct performance obligation that should be accounted for separately under the contract. We allocate the transaction price to the distinct performance obligations based on relative standalone selling price (SSP). We estimate SSP based on the prices charged to customers, or by using information such as market conditions and other observable inputs. However, the selling price of our software licenses is highly variable. Thus, we estimate SSP for software licenses using the residual approach, determined based on total transaction price less the SSP of other goods and services promised in the contract.

Contract Balances

Timing of invoicing to customers may differ from timing of revenue recognition. Payment terms for our software licenses vary. We have an established history of collecting under the terms of our software license contracts without providing refunds or concessions to our customers. Cloud subscriptions and maintenance are typically billed annually in advance. Services are typically billed monthly as performed. In instances where the timing of revenue recognition differs from the timing of invoicing, we have determined that our contracts generally do not include a significant financing component. The primary purpose of our invoicing terms is to provide customers with predictable ways to purchase our software and services, not to provide or receive financing. Additionally, we are applying the practical expedient to exclude from consideration any contracts with payment terms of one year or less as we rarely offer terms extending beyond one year.

Deferred revenue mainly represents amounts collected prior to having completed performance of maintenance, cloud subscriptions and professional services. $13.4 million and $73.9 million of revenue that was included in the deferred revenue balance as of December 31, 2018 was recognized during the three and nine months ended September 30, 2019, respectively. $41.0 million of revenue that was included in the deferred revenue balance as of June 30, 2019 was recognized during the three months ended September 30, 2019.

No revenue was recognized during the three and nine months ended September 30, 2019 from performance obligations that were satisfied in prior periods.

Remaining Performance Obligations

As of September 30, 2019, approximately $152.0 million of revenue is expected to be recognized from remaining performance obligations for cloud subscriptions, maintenance contracts, and application managed services with a non-cancelable term greater than 1 year (including deferred revenue as well as amounts that will be invoiced and recognized as revenue in future periods). We expect to recognize revenue on approximately 50% of these remaining performance obligations over the next 24 months with the balance recognized thereafter. We have elected not to provide disclosures regarding remaining performance obligations for contracts with a term of 1 year or less.

Returns and Allowances

We have not experienced significant returns or warranty claims to date and, as a result, have not recorded a provision for the cost of returns and product warranty claims.

We record an allowance for doubtful accounts based on the historical experience of write-offs and a detailed assessment of accounts receivable. Additions to the allowance for doubtful accounts generally represent a sales allowance on services revenue, which are recorded to operations as a reduction to services revenue. The total amount charged to operations was $1.8 million and $0.4 million for the three months ended September 30, 2019 and 2018, respectively, and $3.6 million and $3.2 million for the nine months ended September 30, 2019 and 2018, respectively. In estimating the allowance for doubtful accounts, we consider the age of the accounts receivable, our historical write-offs, and the creditworthiness of the customer, among other factors. Should any of these factors change, the estimates made by us will also change accordingly, which could affect the level of our future allowances. Uncollectible accounts are written off when it is determined that the specific balance is not collectible.

Deferred Commissions

We consider sales commissions to be incremental costs of obtaining a contract with a customer. We defer and recognize an asset for sales commissions related to performance obligations with an expected period of benefit of more than one year. We apply the practical expedient to expense sales commissions when the amortization period would have been one year or less. Deferred commissions were $8.0 million as of September 30, 2019, of which $5.9 million is included in other assets and $2.1 million is included in prepaid expenses and other current assets. Sales commission expense is included in Sales and Marketing expense in the accompanying Consolidated Statements of Income. Amortization of sales commissions was $0.6 million and $0.3 million for the three months ended September 30, 2019 and 2018, respectively, and $1.4 million and $0.7 million for the nine months ended September 30, 2019 and 2018, respectively. No impairment losses were recognized during the periods.

3. Fair Value Measurement

We measure our investments based on a fair value hierarchy disclosure framework that prioritizes and ranks the level of market price observability used in measuring assets and liabilities at fair value. Market price observability is affected by a number of factors, including the type of asset or liability and its characteristics. This hierarchy prioritizes the inputs into three broad levels as follows:

- Level 1–Quoted prices in active markets for identical instruments.
- Level 2–Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- Level 3–Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

Investments with maturities of 90 days or less from the date of purchase are classified as cash equivalents; investments with maturities of greater than 90 days from the date of purchase but less than one year are generally classified as short-term investments; and investments with maturities of one year or greater from the date of purchase are generally classified as long-term investments. Unrealized holding gains and losses are reflected as a net amount in a separate component of shareholders’ equity until realized. For the purposes of computing realized gains and losses, cost is determined on a specific identification basis.

At September 30, 2019, our cash and cash equivalents were $100.3 million and $13.3 million, respectively. We had no short-term investments at September 30, 2019, and, currently, have no long-term investments. Cash equivalents consist of highly liquid money market funds of $9.8 million and certificates of deposit of $3.5 million. Short-term investments in the prior period consisted of certificates of deposit. For money market funds, we use quoted prices from active markets that are classified at Level 1, the highest level of observable input in the disclosure hierarchy framework. We had no investments classified at Level 2 or Level 3 at September 30, 2019.

4. Leases

We lease our facilities and some of our equipment under noncancelable operating lease arrangements that expire at various dates through 2029. In 2019, we entered into four lease agreements for office space in Bangalore, India for a ten-year term. The total operating lease liabilities for these leases at September 30, 2019 was approximately $13.8 million. In 2014, we amended our Atlanta headquarters lease to obtain additional space and extended the lease term to September 2025. As part of this amended lease agreement, we received reimbursement of $1.3 million from the landlord in 2018 for leasehold improvements. For a few of our facility leases, we have certain options to extend the lease term for up to 10 years, at our sole discretion. We have no finance leases.

We present below the operating lease right-of-use assets and lease liabilities as of September 30, 2019 (in thousands):

	September 30, 2019	
ASSETS		
Operating lease right-of-use assets	$	37,178
LIABILITIES		
Operating lease liabilities, current (included in accrued and other liabilities)	$	6,501
Operating lease liabilities, long-term		33,929
Total operating lease liabilities	$	40,430

Aggregate future minimum lease payments under noncancelable operating leases as of September 30, 2019 are as follows (in thousands):

Year Ending December 31,		
2019 (excluding the nine months ended September 30, 2019)	$	1,848
2020		6,877
2021		6,629
2022		6,367
2023		6,536
Thereafter		19,920
Total minimum payments required		48,177
Less short-term leases		(129)
Less imputed interest		(7,618)
Total operating lease liabilities	$	40,430

The total lease cost for the three and nine months ended September 30, 2019 was $2.2 million and $6.4 million, respectively. Total lease cost for the three months ended September 30, 2019 consisted of $2.1 million of operating lease costs, and $0.1 million of short-term lease costs. For the nine months ended September 30, 2019, total lease cost consisted of $6.1 million of operating lease cost, and $0.3 million of short-term lease costs. Our variable lease costs for the three and nine months ended September 30, 2019 were immaterial. Total lease costs for the three and nine months ended September 30, 2018 was $1.8 million and $5.3 million, respectively.

Other information related to operating leases are as follows:

Weighted average remaining lease term		7.1 years
Weighted average discount rate		4%
Supplemental cash flow information - operating cash flows (in thousands):		
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows for operating leases	$	3,961

5. Equity-Based Compensation

We granted 4,653 and 13,665 restricted stock units (RSUs) during the three months ended September 30, 2019 and 2018, respectively, and granted 943,384 and 522,672 RSUs during the nine months ended September 30, 2019 and 2018, respectively. Equity-based compensation expense related to RSUs was $8.0 million and $5.3 million during the three months ended September 30, 2019 and 2018, respectively, and $23.6 million and $14.6 million during the nine months ended September 30, 2019 and 2018, respectively.

We present below a summary of changes during the nine months ended September 30, 2019 in our unvested units of restricted stock:

	Number of shares/units
Outstanding at December 31, 2018	997,173
Granted	943,384
Vested	(384,288)
Forfeited	(54,213)
Outstanding at September 30, 2019	**1,502,056**

6. Income Taxes

Our effective tax rate was 24.3% and 24.4% for the three months ended September 30, 2019 and 2018, respectively, and 24.4% and 23.4% for the nine months ended September 30, 2019 and 2018, respectively. The increase in the effective tax rate for the nine months ended September 30, 2019 is the result of a decrease of $0.6 million in excess tax benefits on restricted stock vestings and $0.3 million tax benefit related to a provisional one-time estimate for the impact of 2017 U.S. Tax Reform recorded in 2018.

We apply the provisions for income taxes related to, among other things, accounting for uncertain tax positions and disclosure requirements in accordance with ASC 740, Income Taxes. For the three months ended September 30, 2019, there were no material changes to our uncertain tax positions. There has been no change to our policy that recognizes potential interest and penalties related to uncertain tax positions within our global operations in income tax expense.

We conduct business globally and, as a result, file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. In the normal course of business, Manhattan is subject to examination by taxing authorities throughout the world. We are no longer subject to the U.S. federal, substantially all state and local income tax examinations and substantially all non-U.S. income tax examinations for years before 2012.

7. Basic and Diluted Net Income Per Share

Basic net income per share is computed using net income divided by the weighted average number of shares of common stock outstanding (“Weighted Shares”) for the period presented.

Diluted net income per share is computed using net income divided by Weighted Shares and the treasury stock method effect of common equivalent shares (CESs) outstanding for each period presented.

In the following table, we present a reconciliation of earnings per share and the shares used in the computation of earnings per share for the three and nine months ended September 30, 2019 and 2018 (in thousands, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	**2018**	**2019**	**2018**
	(in thousands, except per share data)		(in thousands, except per share data)	
Net income	**$ 27,107**	$ 28,455	**$ 69,004**	$ 78,775
Earnings per share:				
Basic	**$ 0.42**	$ 0.43	**$ 1.07**	$ 1.18
Effect of CESs	-	-	**(0.01)**	-
Diluted	**$ 0.42**	$ 0.43	**$ 1.06**	$ 1.18
Weighted average number of shares:				
Basic	**64,247**	65,658	**64,591**	66,539
Effect of CESs	**745**	243	**521**	178
Diluted	**64,992**	65,901	**65,112**	66,717

The number of anti-dilutive CESs during the three and nine months ended September 30, 2019 and 2018 was immaterial.

8. Contingencies

From time to time, we may be involved in litigation relating to claims arising out of the ordinary course of business, and occasionally legal proceedings not in the ordinary course. Many of our installations involve products that are critical to the operations of our clients' businesses. Any failure in a company's product could result in a claim for substantial damages against us, regardless of our responsibility for such failure. Although we attempt to limit contractually our liability for damages arising from product failures or negligent acts or omissions, there can be no assurance that the limitations of liability set forth in our contracts will be enforceable in all instances. We are not currently a party to any legal proceedings in the ordinary course of business or other legal proceedings the result of which we believe is likely to have a material adverse impact on our business, financial position, results of operations, or cash flows. We expense legal costs associated with loss contingencies as such legal costs are incurred.

9. Operating Segments

We manage our business by geographic region and have three geographic reportable segments: North and Latin America (the "Americas"); Europe, the Middle East and Africa (EMEA); and Asia Pacific (APAC). All segments derive revenue from the sale and implementation of our supply chain commerce solutions. The individual products sold by the segments are similar in nature and are all designed to help companies manage the effectiveness and efficiency of their supply chain commerce. We use the same accounting policies for each reportable segment. The chief executive officer and chief financial officer evaluate performance based on revenue and operating results for each reportable segment.

The Americas segment charges royalty fees to the other segments based on software licenses and cloud subscriptions sold by those reportable segments. The royalties, which totaled approximately $0.7 million and $1.4 million for the three months ended September 30, 2019 and 2018, respectively, and $3.5 million and $3.0 million for the nine months ended September 30, 2019 and 2018, respectively, are included in costs of revenue for each segment with a corresponding reduction in the Americas segment's cost of revenue. The revenues represented below are from external customers only. The geography-based costs consist of costs for professional services personnel, direct sales and marketing expenses, infrastructure costs to support the employee and customer base, billing and financial systems, management and general and administrative support. Certain corporate expenses included in the Americas segment are not charged to the other segments. Such expenses include research and development, certain marketing and general and administrative costs that support the global organization, and the amortization of acquired developed technology. Costs in the Americas segment include all research and development costs, including the costs associated with our operations in India.

In accordance with the segment reporting topic of the FASB Accounting Standards Codification, we present below certain financial information by reportable segment for the three and nine months ended September 30, 2019 and 2018 (in thousands):

	Three Months Ended September 30,							
	2019				2018			
	Americas	EMEA	APAC	Consolidated	Americas	EMEA	APAC	Consolidated
Revenue:								
Cloud subscriptions	**$ 12,501**	**$ 1,444**	**$ 297**	**$ 14,242**	$ 5,650	$ 673	$ 132	$ 6,455
Software license	**13,753**	**874**	**859**	**15,486**	7,456	2,743	1,327	11,526
Maintenance	**30,342**	**5,235**	**2,186**	**37,763**	29,761	5,268	2,148	37,177
Services	**72,274**	**15,425**	**3,927**	**91,626**	67,973	12,487	3,676	84,136
Hardware	**3,158**	**-**	**-**	**3,158**	3,046	10	1	3,057
Total revenue	**132,028**	**22,978**	**7,269**	**162,275**	113,886	21,181	7,284	142,351
Costs and Expenses:								
Cost of revenue	**58,040**	**12,634**	**3,692**	**74,366**	47,099	10,440	3,647	61,186
Operating expenses	**46,001**	**3,778**	**1,196**	**50,975**	38,655	3,151	1,084	42,890
Depreciation and amortization	**1,677**	**195**	**65**	**1,937**	1,932	177	70	2,179
Total costs and expenses	**105,718**	**16,607**	**4,953**	**127,278**	87,686	13,768	4,801	106,255
Operating income	**$ 26,310**	**$ 6,371**	**$ 2,316**	**$ 34,997**	$ 26,200	$ 7,413	$ 2,483	$ 36,096

	Nine Months Ended September 30,							
	2019				2018			
	Americas	EMEA	APAC	Consolidated	Americas	EMEA	APAC	Consolidated
Revenue:								
Cloud subscriptions	**$ 27,105**	**$ 3,312**	**$ 693**	**$ 31,110**	$ 14,623	$ 1,441	$ 237	$ 16,301
Software license	**28,033**	**9,796**	**1,792**	**39,621**	19,599	7,357	5,098	32,054
Maintenance	**88,747**	**15,759**	**6,679**	**111,185**	88,340	15,898	6,329	110,567
Services	**215,898**	**45,442**	**12,868**	**274,208**	198,352	36,995	9,813	245,160
Hardware	**8,896**	**-**	**-**	**8,896**	10,532	10	167	10,709
Total revenue	**368,679**	**74,309**	**22,032**	**465,020**	331,446	61,701	21,644	414,791
Costs and Expenses:								
Cost of revenue	**164,307**	**38,049**	**10,758**	**213,114**	135,662	31,614	10,785	178,061
Operating expenses	**138,236**	**13,530**	**3,575**	**155,341**	116,828	10,382	3,293	130,503
Depreciation and amortization	**4,949**	**568**	**193**	**5,710**	5,849	565	202	6,616
Total costs and expenses	**307,492**	**52,147**	**14,526**	**374,165**	258,339	42,561	14,280	315,180
Operating income	**$ 61,187**	**$ 22,162**	**$ 7,506**	**$ 90,855**	$ 73,107	$ 19,140	$ 7,364	$ 99,611

The majority of our software license revenue relates to our warehouse management product group, which was approximately 65% and 75% for the three and nine months ended September 30, 2019, respectively. Cloud subscriptions revenue primarily relates to our Manhattan Active omnichannel and transportation management solutions.

Total assets of our reportable segments increased during the three and nine months ended September 30, 2019 primarily as a result of the adoption of ASC 842. At September 30, 2019, total assets for the Americas, EMEA and APAC segments were $317.8 million, $47.5 million and $15.0 million, respectively.

Item 2.Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with the condensed consolidated financial statements for the three and nine months ended September 30, 2019 and 2018, including the notes to those statements, included elsewhere in this quarterly report. We also recommend the following discussion be read in conjunction with management's discussion and analysis and consolidated financial statements included in our annual report on Form 10-K for the year ended December 31, 2018. Statements in the following discussion that are not statements of historical fact are "forward-looking statements." Actual results may differ materially from the results predicted in such forward-looking statements, for a variety of factors. See "Forward-Looking Statements" below.

References in this filing to the "Company," "Manhattan," "Manhattan Associates," "we," "our," and "us" refer to Manhattan Associates, Inc., our predecessors, and our wholly-owned and consolidated subsidiaries.

Business Overview

We develop, sell, deploy, service and maintain software solutions designed to manage supply chains, inventory and omnichannel operations for retailers, wholesalers, manufacturers, logistics providers and other organizations. Our customers include many of the world's most premier and profitable brands.

Our business model is singularly focused on the development and implementation of complex commerce enablement software solutions that are designed to optimize supply chains, and retail store operations including point of sale effectiveness and efficiency for our customers.

We have five principal sources of revenue:

- cloud subscriptions, including software as a service (SaaS) and hosting of software;
- licenses of our software;
- customer support services and software enhancements (collectively, "maintenance");
- professional services, including solutions planning and implementation, related consulting, customer training, and reimbursements from customers for out-of-pocket expenses (collectively, "services"); and
- hardware sales.

In the three and nine months ended September 30, 2019, we generated $162.3 million and $465.0 million in total revenue. The revenue mix for the three months ended September 30, 2019 was: cloud subscriptions 9%; software license 10%; maintenance 23%; services 56%; and hardware 2%. The revenue mix for the nine months ended September 30, 2019 was: cloud subscriptions 7%; software license 8%; maintenance 24%; services 59%; and hardware 2%.

We have three geographic reportable segments: North and Latin America (the "Americas"), Europe, the Middle East and Africa (EMEA), and Asia-Pacific (APAC). Geographic revenue is based on the location of the sale. Our international revenue was approximately $45.7 million and $141.3 million for the three and nine months ended September 30, 2019, respectively, which represents approximately 28% and 30% of our total revenue for the three and nine months ended September 30, 2019, respectively. International revenue includes all revenue derived from sales to customers outside the United States. At September 30, 2019, we employed approximately 3,400 employees worldwide. We have offices in Australia, Chile, China, France, Germany, India, Japan, the Netherlands, Singapore, Spain, the United Kingdom, and the United States, as well as representatives in Mexico and reseller partnerships in Latin America, Eastern Europe, the Middle East, South Africa, and Asia.

Future Expectations

Our transition to a cloud subscription model, shifting industry dynamics, economic uncertainty in retail, and our adoption of the new revenue recognition standard (ASC Topic 606) on January 1, 2018, impacted our revenue and earnings growth in 2018 and the first nine months of 2019. We expect that, going forward, our transition to a cloud subscription model, including enterprise investments in innovation, sales and marketing, IT, facilities and people, as well as retail global macroeconomic conditions as a whole, could impact revenue and earnings growth. The pace at which the market for our products transitions from perpetual, on-premises installation to cloud subscriptions, which result in revenue recognition spread out over the subscription period rather than up front, and the lead times for developing new business, which can be long for our products, can cause uncertainty for our future expectations, particularly with respect to our ability to accurately forecast bookings and revenues from quarter to quarter and over the longer term.

For 2019, our five strategic goals continue to be:

- Focus on customer success and drive sustainable long-term growth;
- Aggressively invest in innovation to expand our products and total addressable market;
- Develop and grow our cloud operations and cloud subscription revenue;
- Expand our Manhattan Active Omni/Point-of-Sale/Customer Engagement Business; and
- Expand our global sales and marketing teams.

Cloud Subscription

Historically, our software licenses were sold as perpetual licenses, under which customers own the software license and revenue is recognized at the time of sale. In 2017, we released Manhattan Active™ Solutions, accelerating our business transition to cloud subscriptions. Under a cloud subscription, customers pay a periodic fee for the right to use our software within a cloud-based environment that we provide and manage over a specified period of time. As part of our subscription program, we allow our existing customers to convert their maintenance contracts to cloud subscription contracts. While it is early in our transition, a few customers converted their maintenance contracts to subscriptions in 2017, 2018 and in the first nine months of 2019, and we expect there will be continued opportunities to convert existing maintenance contracts to cloud subscription contracts in the remaining months of 2019 and beyond.

With the launch of Manhattan Active™ Solutions, the transition to a cloud subscription model has had, and will continue to have, an impact on revenue, and an adverse impact on earnings and cash flow relative to periods in which we primarily sell perpetual licenses. This effect will continue until a stable, recurring mix of perpetual license to cloud subscription revenue develops.

Global Economic Trends and Industry Factors

Global macro-economic trends, technology spending, and supply chain management market growth are important barometers for our business. In the three and nine months ended September 30, 2019, approximately 72% and 70% of our total revenue was generated in the United States, 14% and 16% in EMEA, respectively, and the remaining balance in APAC, Canada, and Latin America. In addition, Gartner Inc. (“Gartner”), an information technology research and advisory company, estimates that nearly 80% of every supply chain software solutions dollar invested is spent in North America and Western Europe; consequently, the health of the U.S. and the Western European economies have a meaningful impact on our financial results.

We sell technology-based solutions with total pricing, including software and services, in many cases exceeding $1.0 million. Our software is often a part of our customers’ and prospects’ much larger capital commitment associated with facilities expansion and business improvement. We believe that, given the lingering uncertainty in the global macro environment primarily in the retail industry and our business transition to Cloud, the current sales cycles for large license sales and cloud subscriptions of $1.0 million or greater in our target markets have been extended. The current business climate within the United States and geographic regions in which we operate continue to affect customers’ and prospects’ decisions regarding timing of strategic capital expenditures. Delays with respect to such decisions can have a material adverse impact on our business and may further intensify competition in our already highly competitive markets.

While we are encouraged by our results, we, along with many of our customers, still remain cautious regarding the pace of global economic growth. We believe global geopolitical and economic volatility likely will continue to shape customers’ and prospects’ enterprise software buying decisions, making it challenging to forecast sales cycles for our products and the timing of large enterprise software license and cloud subscription sales.

Revenue

Software License and Cloud Subscriptions revenue. Software license and cloud subscriptions revenue, leading indicators of our business performance, are primarily derived from software license, and cloud subscription fees that customers pay for supply chain solutions. In the three months ended September 30, 2019, software license revenue totaled $15.5 million, or 10% of total revenue, with a gross margin of 95.2%. For the nine months ended September 30, 2019, software license revenue totaled $39.6 million or 8% of total revenue with a gross margin of 95.0%. Software license revenue recognized by the Americas, EMEA, and APAC segments totaled $13.8 million, $0.9 million, and $0.8 million, respectively, in the three months ended September 30, 2019. For the nine months ended September 30, 2019, software license revenue recognized by the Americas, EMEA, and APAC segments totaled $28.0 million, $9.8 million and $1.8 million, respectively. Prior to 2017, the overall trend was steady for our large license sales. However, in 2017, we began experiencing extended sales cycles and evaluations with greater focus on capital prioritization as retailers evaluated restructuring and transforming their omni-channel/digital commerce businesses. In addition, during 2017, we introduced

Manhattan Active Solutions, our cloud-based solutions, and began to see our customer's transition from perpetual software licenses to cloud-based services solutions. In the three months ended September 30, 2019, cloud subscriptions revenue totaled $14.2 million or 9% of total revenues. For the nine months ended September 30, 2019, cloud subscriptions revenue totaled $31.1 million or 7% of total revenue. The Americas, EMEA and APAC segments recognized $12.5 million, $1.4 million and $0.3 million in cloud subscriptions revenue, respectively, in the three months ended September 30, 2019. For the nine months ended September 30, 2019, cloud subscriptions revenue recognized by the Americas, EMEA, and APAC segments totaled $27.1 million, $3.3 million and $0.7 million, respectively. Cloud subscriptions revenue is recognized ratably over the term of the agreement, typically 36 to 60 months. In the three and nine months ended September 30, 2019, the percentage mix of new to existing customers for the combination of software license and cloud subscriptions sales was approximately 30/70.

Software license and cloud subscriptions revenue growth are influenced by the strength of general economic and business conditions and the competitive position of our software products. These revenues generally have long sales cycles. In addition, the timing of the closing of a few large software license transactions can have a material impact on our software license revenues, operating profit, operating margins and earnings per share. For example, $0.9 million of either pre-tax profit or expense in the third quarter of 2019 equates to approximately one cent of diluted earnings per share impact.

Our software solutions are focused on core supply chain commerce operations (Warehouse Management, Transportation Management and Labor Management), Inventory optimization and Omnichannel operations (e-commerce, retail store operations and point of sale), which are intensely competitive markets characterized by rapid technological change. We are a market leader in the supply chain management and omnichannel software solutions market as defined by industry analysts such as ARC Advisory Group and Gartner. Our goal is to extend our position as a leading global supply chain solutions provider by growing our software license and cloud subscriptions revenues faster than our competitors through investment in innovation. We expect to continue to face increased competition from Enterprise Resource Planning (ERP) and Supply Chain Management application vendors and business application software vendors that may broaden their solutions offerings by internally developing, or by acquiring or partnering with independent developers of supply chain planning and execution software. Increased competition could result in price reductions, fewer customer orders, reduced gross margins, and loss of market share.

Maintenance Revenue. Our maintenance revenue for the three months ended September 30, 2019 totaled $37.8 million, or 23% of total revenue. For the nine months ended September 30, 2019, maintenance revenue totaled $111.2 million or 24% of total revenue. The Americas, EMEA and APAC segments recognized $30.4 million, $5.2 million and $2.2 million in maintenance revenue, respectively, in the three months ended September 30, 2019. For the nine months ended September 30, 2019, maintenance revenue recognized by the Americas, EMEA, and APAC segments totaled $88.7 million, $15.8 million and $6.7 million, respectively. For maintenance, we offer a comprehensive 24 hours per day, 365 days per year program that provides our customers with software upgrades, when and if available, which include additional or improved functionality and technological advances incorporating emerging supply chain and industry initiatives. The growth of maintenance revenues is influenced by: (1) new license revenue growth; (2) annual renewal of support contracts; (3) increase in customers through acquisitions; (4) fluctuations in currency rates, and (5) conversion of maintenance contracts to cloud subscription contracts. Substantially all of our customers renew their annual support contracts. Over the last three years, our annual revenue renewal rate of customers subscribing to comprehensive support and enhancements has been greater than 90%. Maintenance revenue is generally paid in advance and recognized ratably over the term of the agreement, typically twelve months. Maintenance renewal revenue is recognized over the renewal period once we have a contract upon payment from the customer.

Services revenue. In the three months ended September 30, 2019, our services revenue totaled $91.6 million, or 56% of total revenue. For the nine months ended September 30, 2019, services revenue totaled $274.2 million or 59% of total revenue. The Americas, EMEA and APAC segments recognized $72.3 million, $15.4 million and $3.9 million in services revenue, respectively, in the three months ended September 30, 2019. For the nine months ended September 30, 2019, services revenue recognized by the Americas, EMEA, and APAC segments totaled $215.9 million, $45.4 million and $12.9 million, respectively. Due to our large services revenue mix as a percentage of total revenue, our consolidated operating margin profile may be lower than those of our competitors, and while we believe our services margins are strong, they do lower our operating margin profile as services margins are inherently lower than the margin for software license revenue and some of our other revenue sources.

Our professional services organization provides our customers with expertise and assistance in planning and implementing our solutions. To ensure a successful product implementation, consultants assist customers with initial installation of a system, the conversion and transfer of the customer's historical data onto our systems, and ongoing training, education, and system upgrades. We believe our professional services enable customers to implement our software rapidly, ensure the customer's success with our solutions, strengthen our customer relationships, and add to our industry-specific knowledge base for use in future implementations and product innovations.

Although our professional services are optional, the majority of our customers use at least some portion of these services for their planning, implementation, or related needs. Professional services are typically rendered under time and materials-based contracts with services typically billed on an hourly basis. Professional services are sometimes rendered under fixed-fee based contracts with payments due on specific dates or milestones.

Services revenue growth is contingent upon our software license revenue, cloud subscriptions and customer upgrade cycles, which are influenced by the strength of general economic and business conditions and the competitive position of our software products. In addition, our professional services business has competitive exposure to offshore providers and other consulting companies. All of these factors potentially create the risk of pricing pressure, fewer customer orders, reduced gross margins, and loss of market share.

Hardware Revenue. Our hardware revenue, which we recognize net of related costs as of January 1, 2018, totaled $3.2 million in the three months ended September 30, 2019 representing 2% of total revenue. For the nine months ended September 30, 2019, hardware revenue totaled $8.9 million or 2% of total revenue. In conjunction with the licensing of our software, and as a convenience for our customers, we resell a variety of hardware products developed and manufactured by third parties. These products include computer hardware, radio frequency terminal networks, RFID chip readers, bar code printers and scanners, and other peripherals. We resell all third-party hardware products and related maintenance pursuant to agreements with manufacturers or through distributor-authorized reseller agreements pursuant to which we are entitled to purchase hardware products and services at discount prices. We generally purchase hardware from our vendors only after receiving an order from a customer. As a result, we do not maintain hardware inventory.

Product Development

We continue to invest significantly in research and development (R&D) to provide leading solutions that help global retailers, manufacturers, wholesalers, distributors, and logistics providers successfully manage accelerating and fluctuating demands as well as the increasing complexity and volatility of their local and global supply chains, retail store operations and point of sale. Our R&D expenses were $22.6 million and $65.8 million for the three and nine months ended September 30, 2019.

We expect to continue to focus our R&D resources on the development and enhancement of our core supply chain, inventory optimization, omni-channel and point of sale software solutions. We offer what we believe to be the broadest solutions portfolio in the supply chain solutions marketplace, to address all aspects of inventory optimization, transportation management, distribution management, planning, and omni-channel operations including order management, store inventory & fulfillment, call center and point of sale.

We also plan to continue to enhance our existing solutions and to introduce new solutions to address evolving industry standards and market needs. We identify opportunities to further enhance our solutions and to develop and provide new solutions through our customer support organization, as well as through ongoing customer consulting engagements and implementations, interactions with our user groups, associations with leading industry analysts and market research firms, and participation in industry standard setting and research committees. Our solutions address the needs of customers in various vertical markets, including retail, consumer goods, food and grocery, logistics service providers, industrial and wholesale, high technology and electronics, life sciences, and government.

Cash Flow and Financial Condition

For the three and nine months ended September 30, 2019, we generated cash flow from operating activities of $39.9 million and $112.3 million, respectively. Our cash at September 30, 2019 totaled $113.6 million, with no debt on our balance sheet. We currently have no credit facilities. Our primary uses of cash continue to be to provide funding for investments in R&D, in operations to drive earnings growth, and repurchases of our common stock.

During the nine months ended September 30, 2019, we repurchased 1,195,203 shares of Manhattan Associates' outstanding common stock for approximately $80.9 million under the share repurchase program approved by our Board of Directors, and in October 2019, our Board of Directors confirmed our existing authority to repurchase up to an aggregate of $50.0 million of our common stock.

For the remainder of 2019, our priorities for use of cash will continue to be investments in product development and in the growth of our business. We expect to continue to evaluate acquisition opportunities that are complementary to our product footprint and technology direction. We also expect to continue to weigh our share repurchase options against cash for acquisitions and investing in the business. We do not anticipate any borrowing requirements for the remainder of 2019 for general corporate purposes.

Results of Operations

In the following table, we present a summary of our consolidated results for the three and nine months ended September 30, 2019 and 2018.

	Three Months Ended September 30, 2019	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2019	Nine Months Ended September 30, 2018
	(in thousands, except per share data)			
Revenue	**$ 162,275**	$ 142,351	**$ 465,020**	$ 414,791
Costs and expenses	**127,278**	106,255	**374,165**	315,180
Operating income	**34,997**	36,096	**90,855**	99,611
Other income, net	**810**	1,538	**368**	3,245
Income before income taxes	**35,807**	37,634	**91,223**	102,856
Net income	**$ 27,107**	$ 28,455	**$ 69,004**	$ 78,775
Diluted earnings per share	**$ 0.42**	$ 0.43	**$ 1.06**	$ 1.18
Diluted weighted average number of shares	**64,992**	65,901	**65,112**	66,717

We have three geographic reportable segments: the Americas, EMEA, and APAC. Geographic revenue information is based on the location of sale. The revenues represented below are from external customers only. The geography-based expenses include costs of personnel, direct sales, marketing expenses, and general and administrative costs to support the business. There are certain corporate expenses included in the Americas segment that we do not charge to the other segments, including R&D, certain marketing and general and administrative costs that support the global organization, and the amortization of acquired developed technology. Included in the Americas costs are all R&D costs, including the costs associated with our operations in India. During the three and nine months ended September 30, 2019 and 2018, we derived the majority of our revenues from sales to customers within our Americas segment. In the following table, we present a summary of revenue and operating income by segment:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2019	2018	% Change vs. Prior Year	2019	2018	% Change vs. Prior Year
Revenue:	(in thousands)			(in thousands)		
Cloud subscriptions						
Americas	**12,501**	5,650	121%	**27,105**	14,623	85%
EMEA	**1,444**	673	115%	**3,312**	1,441	130%
APAC	**297**	132	125%	**693**	237	192%
Total cloud subscriptions	**14,242**	6,455	121%	**31,110**	16,301	91%
Software license						
Americas	**13,753**	7,456	84%	**28,033**	19,599	43%
EMEA	**874**	2,743	-68%	**9,796**	7,357	33%
APAC	**859**	1,327	-35%	**1,792**	5,098	-65%
Total software license	**15,486**	11,526	34%	**39,621**	32,054	24%
Maintenance						
Americas	**30,342**	29,761	2%	**88,747**	88,340	0%
EMEA	**5,235**	5,268	-1%	**15,759**	15,898	-1%
APAC	**2,186**	2,148	2%	**6,679**	6,329	6%
Total maintenance	**37,763**	37,177	2%	**111,185**	110,567	1%
Services						
Americas	**72,274**	67,973	6%	**215,898**	198,352	9%
EMEA	**15,425**	12,487	24%	**45,442**	36,995	23%
APAC	**3,927**	3,676	7%	**12,868**	9,813	31%
Total services	**91,626**	84,136	9%	**274,208**	245,160	12%
Hardware						
Americas	**3,158**	3,046	4%	**8,896**	10,532	-16%
EMEA	-	10	-100%	-	10	-100%
APAC	-	1	-100%	-	167	-100%
Total hardware and other	**3,158**	3,057	3%	**8,896**	10,709	-17%
Total Revenue						
Americas	**132,028**	113,886	16%	**368,679**	331,446	11%
EMEA	**22,978**	21,181	8%	**74,309**	61,701	20%
APAC	**7,269**	7,284	0%	**22,032**	21,644	2%
Total revenue	**$ 162,275**	$ 142,351	14%	**$ 465,020**	$ 414,791	12%
Operating income:						
Americas	**26,310**	26,200	0%	**61,187**	73,107	-16%
EMEA	**6,371**	7,413	-14%	**22,162**	19,140	16%
APAC	**2,316**	2,483	-7%	**7,506**	7,364	2%
Total operating income	**$ 34,997**	$ 36,096	-3%	**$ 90,855**	$ 99,611	-9%

Condensed Consolidated Financial Summary - Third Quarter 2019

- Consolidated total revenue: $162.3 million for the third quarter of 2019, compared to $142.4 million for the third quarter of 2018;
- Cloud subscription revenue: $14.2 million for the third quarter of 2019, compared to $6.5 million for the third quarter of 2018;
- Software license revenue: $15.5 million for the third quarter of 2019, compared to $11.5 million for the third quarter of 2018;
- Operating income: $35.0 million for the third quarter of 2019, compared to $36.1 million for the third quarter of 2018;
- Operating margins: 21.6% for the third quarter of 2019, compared to 25.4% for the third quarter of 2018;
- Diluted earnings per share: $0.42 for the third quarter of 2019 compared to $0.43 for the third quarter of 2018;
- Cash flow from operations: $39.9 million in the third quarter of 2019, compared to $35.2 million in the third quarter of 2018;
- Days sales outstanding: 61 days at September 30, 2019, compared to 59 days at June 30, 2019;
- Cash and investments: $113.6 million at September 30, 2019, compared to $119.4 million at June 30, 2019;
- Share repurchases: In the three months ended September 30, 2019, we reduced our common shares outstanding by approximately 0.7%, primarily through the repurchase of approximately 0.4 million shares of our common stock, under the share repurchase program authorized by our board of directors, for a total investment of $36.0 million. In October 2019, our Board of Directors confirmed our existing authority to repurchase up to an aggregate of $50.0 million of our outstanding common stock.

Below we discuss our consolidated results of operations for the third quarters of 2019 and 2018.

Revenue

	Three Months Ended September 30,				
			% Change vs.	% of Total Revenue	
	2019	2018	Prior Year	2019	2018
	(in thousands)				
Cloud subscriptions	**$ 14,242**	$ 6,455	**121%**	**9%**	5%
Software license	**15,486**	11,526	**34%**	**10%**	8%
Maintenance	**37,763**	37,177	**2%**	**23%**	26%
Services	**91,626**	84,136	**9%**	**56%**	59%
Hardware	**3,158**	3,057	**3%**	**2%**	2%
Total revenue	**$ 162,275**	$ 142,351	**14%**	**100%**	100%

Cloud Subscriptions revenue. In 2017, we released Manhattan Active™ Solutions accelerating our business transition to cloud subscriptions. In the third quarter of 2019, cloud subscriptions revenue increased $7.8 million compared to the same quarter in the prior year, as customers began to purchase our SaaS offerings rather than a traditional perpetual license. Our customers increasingly prefer cloud-based solutions, including existing customers that are migrating from on-premise to cloud-based offerings. Cloud subscriptions revenue for the Americas, EMEA and APAC segments increased $6.8 million, $0.8 million and $0.2 million in the third quarter of 2019, respectively.

Software License revenue. Software license revenue increased $4.0 million in the third quarter of 2019 compared to the same quarter in the prior year. Our license revenue performance depends on the number and relative value of large deals we close in the period. License revenue for the Americas segment increased $6.3 million, while the EMEA and APAC segments decreased $1.9 million and $0.4 million in the third quarter of 2019, respectively.

The perpetual license sales percentage mix across our product suite in the third quarter ended September 30, 2019 was approximately 65% warehouse management solutions.

Maintenance revenue. Maintenance revenue increased $0.6 million in the third quarter of 2019 compared to the same quarter in the prior year. Maintenance revenue for the Americas segment increased $0.6 million, respectively, while maintenance revenue for the EMEA and APAC segments were relatively flat in the third quarter of 2019 compared to the same quarter in the prior year.

Services revenue. Services revenue increased $7.5 million in the third quarter of 2019 compared to the same quarter in the prior year on improving demand in the Americas and solid growth in EMEA. Services revenue for the Americas, EMEA and APAC segments increased $4.3 million, $2.9 million and $0.3 million, respectively, compared to the same quarter in the prior year.

Hardware revenue. Hardware sales increased $0.1 million in the third quarter of 2019 compared to the same quarter in the prior year. The majority of our hardware revenue is derived from our Americas segment. Sales of hardware is largely dependent upon customer-specific desires, which fluctuate.

Cost of Revenue

	Three Months Ended September 30,		
	2019	2018	% Change vs. Prior Year
Cost of software license	**$ 748**	$ 1,211	-38%
Cost of cloud subscriptions, maintenance and services	**73,618**	59,975	23%
Total cost of revenue	**$ 74,366**	$ 61,186	22%

Cost of Software License. Cost of software license consists of the costs associated with software reproduction; media, packaging and delivery; documentation, and other related costs; and royalties on third-party software sold with or as part of our products. Cost of software license decreased $0.5 million in the third quarter of 2019 compared with the same quarter in the prior year due primarily to decreased third-party software costs due to decreased sales of third-party software.

Cost of Cloud Subscriptions, Maintenance and Services. Costs of cloud subscriptions, maintenance and services consist primarily of salaries and other personnel-related expenses of employees dedicated to cloud operations; maintenance services; and professional and technical services as well as hosting fees. The $13.6 million increase in the quarter ended September 30, 2019 compared to the same quarter in the prior year was principally due to a $7.4 million increase in compensation and other personnel-related expenses resulting from increased headcount in cloud operations and professional services, a $2.6 million increase in performance-based compensation expense, and a $2.3 million increase in computer infrastructure costs related to cloud business transition.

Operating Expenses

	Three Months Ended September 30,		
	2019	2018	% Change vs. Prior Year
	(in thousands)		
Research and development	**$ 22,614**	$ 18,453	**23%**
Sales and marketing	**12,125**	10,726	**13%**
General and administrative	**16,236**	13,711	**18%**
Depreciation and amortization	**1,937**	2,179	**-11%**
Operating expenses	**$ 52,912**	$ 45,069	**17%**

Research and Development. Our principal R&D activities have focused on the expansion and integration of new products and releases, while expanding the product footprint of our software solution suites in Supply Chain, Inventory Optimization and Omni-Channel, including cloud-based solutions, point-of-sale and tablet retailing.

For each of the quarters ended September 30, 2019 and 2018, we did not capitalize any R&D costs because the costs incurred following the attainment of technological feasibility for the related software product through the date of general release were insignificant.

R&D expenses primarily consist of salaries and other personnel-related costs for personnel involved in our R&D activities. R&D expenses for the quarter ended September 30, 2019 increased by $4.2 million, compared to the same quarter of 2018 principally due to a $2.8 million increase in compensation and other personnel related expenses resulting from increased headcount to support R&D activities, and a $0.9 million increase in performance-based compensation expense.

Sales and Marketing. Sales and marketing expenses include salaries, commissions, travel and other personnel-related costs and the costs of our marketing and alliance programs and related activities. Sales and marketing expenses increased $1.4 million in the quarter ended September 30, 2019 compared to the same quarter in the prior year primarily due to a $1.1 million increase in performance-based compensation expense, and a $0.7 million increase in compensation and other personnel related expense.

General and administrative (G&A). G&A expenses consist primarily of salaries and other personnel-related costs of executive, financial, human resources, information technology, and administrative personnel, as well as facilities, legal, insurance, accounting, and other administrative expenses. G&A expenses increased $2.5 million**,** in the current year quarter compared to the same quarter in the prior year, primarily due to a $1.9 million increase in compensation and other personnel related expenses, and a $0.6 million increase in performance-based compensation expense

Depreciation and Amortization. Depreciation and amortization of intangibles and software expense for the third quarter of 2019 and 2018 was $1.9 million and $2.2 million, respectively. Amortization of acquisitions expense for the third quarter of 2019 and 2018 was immaterial.

Operating Income

Operating income in the third quarter of 2019 was $35.0 million compared to $36.1 million for the third quarter of 2018. Operating margin was 21.6% for the third quarter of 2019 versus 25.4% for the same quarter in the prior year. Operating income and margin have primarily decreased due to our commitment to strategically invest in a business transition to a Cloud first company focused on delivering long-term sustainable growth and earnings leverage. As a result, we are investing significantly in R&D to deliver new innovation, cloud operations headcount, infrastructure and technology to support our ability to scale our cloud business to achieve our growth objectives. In addition, our innovation releases have fueled strong demand for our global Consulting Services and we are actively hiring to fulfill customer demand, which pressures operating income and margins until new resources ramp to full utilization. Finally, our performance-based compensation expense has increased over the prior year based on strong execution against target objectives.

Other Income and Income Taxes

	Three Months Ended September 30,		
	2019	**2018**	**% Change vs. Prior Year**
Other income, net	**$ 810**	$ 1,538	-47%
Income tax provision	**8,700**	9,179	-5%

Other income, net. Other income, net primarily includes interest income, foreign currency gains and losses, and other non-operating expenses. Other income, net decreased $0.7 million in the third quarter of 2019 compared to the same quarter in the prior year primarily due to gains or losses on intercompany transactions denominated in foreign currencies with subsidiaries due to the fluctuation of the U.S. dollar relative to other foreign currencies, primarily the Indian Rupee. We recorded net foreign currency gains of $0.3 million and $1.4 in the third quarter of 2019 and 2018, respectively.

Income tax provision. Our effective income tax rates were 24.3% and 24.4% for the quarters ended September 30, 2019 and 2018, respectively.

Condensed Consolidated Financial Summary – First Nine Months of 2019

- Consolidated revenue: $465.0 million for the nine months ended September 30, 2019 compared to $414.8 million for the nine months ended September 30, 2018.
- Cloud subscription revenue: $31.1 million for the nine months ended September 30, 2019 compared to $16.3 million for the nine months ended September 30, 2018.
- Software license revenue: $39.6 million for the nine months ended September 30, 2019, compared to $32.1 million for the nine months ended September 30, 2018.
- Operating income: $90.9 million for the nine months ended September 30, 2019, compared to $99.6 million for the nine months ended September 30, 2018.
- Operating margins: 19.5% for the nine months ended September 30, 2019 compared to 24.0% for the nine months ended September 30, 2018.

- Diluted earnings per share: $1.06 for the nine months ended September 30, 2019 compared to $1.18 for the nine months ended September 30, 2018.
- Cash flow from operations: $112.3 million for the nine months ended September 30, 2019, compared to $103.3 million for the nine months ended September 30, 2018.
- Cash and investments: $113.6 million at September 30, 2019, compared to $100.6 million at December 31, 2018.
- Share repurchases: During the nine months ended September 30, 2019, we reduced our common shares outstanding by approximately 1.5% primarily through the repurchase of approximately 1.2 million shares of our common stock, under the share repurchase program authorized by our board of directors, for a total investment of $80.9 million.

Below we discuss our consolidated results of operations for the nine months ended September 30, 2019 and 2018.

	Nine Months Ended September 30,				
			% Change vs.	% of Total Revenue	
	2019	2018	Prior Year	2019	2018
	(in thousands)				
Cloud subscriptions	$ **31,110**	$ 16,301	**91%**	**7%**	4%
Software license	**39,621**	32,054	**24%**	**8%**	7%
Maintenance	**111,185**	110,567	**1%**	**24%**	27%
Services	**274,208**	245,160	**12%**	**59%**	59%
Hardware	**8,896**	10,709	**-17%**	**2%**	3%
Total revenue	$ **465,020**	$ 414,791	**12%**	**100%**	100%

Cloud Subscription Revenue. Due to the release of Manhattan Active™ Solutions, cloud subscriptions revenue increased $14.8 million, or 91% in the nine months ended September 30, 2019 compared to the same period in the prior year, as customers began to purchase our SaaS offerings in lieu of a traditional perpetual license. Our customers increasingly prefer cloud-based solutions, including existing customers that are migrating from on-premise to cloud-based offerings. Cloud subscriptions revenue for the Americas, EMEA and APAC segments increased $12.5 million, $1.9 million and $0.4 million, respectively, in the nine months ended September 30, 2019.

Software License Revenue. Software license revenue increased $7.6 million, or 24% in the nine months ended September 30, 2019 compared to the same period in the prior year. Our license revenue performance depends on the number and relative value of large deals we close in the period. License revenue for the Americas and EMEA segments increased $8.4 million, $2.5 million, respectively, and license revenue for the APAC segments decreased $3.3 million, in the nine months ended September 30, 2019.

The license sales percentage mix across our product suite in the nine months ended September 30, 2019 was approximately 75% warehouse management solutions.

Maintenance Revenue. Maintenance revenue increased $0.6 million, or 1% in the nine months ended September 30, 2019 compared to the same period in the prior year. Maintenance revenue for the Americas and EMEA segments increased $0.4 million and $0.3 million, respectively, and maintenance revenue for the APAC segment decreased $0.1 million, in the nine months ended September 30, 2019 compared to the same period in the prior year.

Services revenue. Services revenue increased $29.0 million in the nine months ended September 30, 2019 compared to the same period in the prior year on improving demand in the Americas and solid growth in EMEA and APAC. Services revenue for the Americas, EMEA and APAC segments increased $17.5 million, $8.4 million and $3.1 million, respectively, in the nine months ended September 30, 2019 compared with the same period in the prior year.

Hardware Revenue. Hardware sales decreased $1.8 million in the nine months ended September 30, 2019 compared to the same period in the prior year. The majority of our hardware revenue is derived from our Americas segment. Sales of hardware is largely dependent upon customer-specific desires, which fluctuate.

Cost of Revenue

	Nine Months Ended September 30,		
	2019	2018	% Change vs. Prior Year
Cost of software license	$ **1,963**	$ 4,615	-57%
Cost of cloud subscriptions, maintenance and services	**211,151**	173,446	22%
Total cost of revenue	$ **213,114**	$ 178,061	20%

Cost of Software License. Cost of software license decreased $2.7 million in the nine months ended September 30, 2019 compared with the same period in the prior year due primarily to decreased third-party software expenses due to decreased sales of third-party software.

Cost of Cloud Subscriptions, Maintenance and Services. Costs of cloud subscriptions, maintenance and services consist primarily of salaries and other personnel-related expenses of employees dedicated to cloud operations; maintenance services; and professional and technical services as well as hosting fees. The $37.7 million increase in the nine months ended September 30, 2019 compared to the same period in the prior year was principally due to a $20.2 million increase in compensation and other personnel-related expenses resulting from increased headcount in cloud operations and professional services, a $8.0 million increase in performance-based compensation expense, and a $6.3 million increase in computer infrastructure costs related to cloud business transition.

Operating Expenses

	Nine Months Ended September 30,		
	2019	2018	% Change vs. Prior Year
	(in thousands)		
Research and development	$ **65,824**	$ 53,688	**23%**
Sales and marketing	**41,426**	37,419	**11%**
General and administrative	**48,091**	39,396	**22%**
Depreciation and amortization	**5,710**	6,616	**-14%**
Operating expenses	$ **161,051**	$ 137,119	**17%**

Research and Development. R&D expenses for the nine months ended September 30, 2019 increased $12.1 million compared to the same period in the prior year principally due to a $8.1 million increase in compensation and other personnel-related expenses resulting from increased headcount to support R&D activities, a $2.6 million increase in performance-based compensation expense, and a $1.2 million increase in computer infrastructure costs. For the same reasons included in the quarterly R&D discussion above, no R&D costs were capitalized during the nine months ended September 30, 2019 and 2018.

Sales and Marketing. Sales and marketing expenses increased $4.0 million in the nine months ended September 30, 2019 compared to the same period in the prior year primarily due to a $3.9 million increase in performance-based compensation expense and a $2.2 million increase in compensation and other personnel related expenses, offset by a $2.1 million decrease in marketing and campaign programs.

General and Administrative. General and administrative expenses increased $8.7 million in the nine months ended September 30, 2019 compared to the same period in the prior year, primarily due to a $5.9 million increase in compensation and other personnel-related expenses and a $1.6 million increase in performance-based compensation expense, and a $1.1 million increase in computer infrastructure costs.

Depreciation and Amortization. Depreciation and amortization of intangibles and software expense for the nine months ended September 30, 2019 and 2018 was $5.7 million and $6.6 million, respectively. Amortization of acquisitions expense for the nine months ended September 30, 2019 and 2018 was immaterial.

Operating Income

Operating income for the nine months ended September 30, 2019 was $90.9 million compared to $99.6 million for the same period in the prior year. Operating margin was 19.5% for the first nine months of 2019 versus 24.0% for the same period in the prior year. Operating income and margin have primarily decreased due to our commitment to strategically invest in a business transition to a Cloud first company focused on delivering long-term sustainable growth and earnings leverage. As a result, we are investing significantly in R&D to deliver new innovation, cloud operations headcount, infrastructure and technology to support our ability to scale our cloud business to achieve our growth objectives. In addition, our innovation releases have fueled strong demand for our global Consulting Services and we are actively hiring to fulfill customer demand, which pressures operating income and margins until new resources ramp to full utilization. Finally, our performance-based compensation expense has increased over the prior year based on strong execution against target objectives. Operating income increased $3.0 million and $0.1 million in the EMEA and APAC segments, respectively, and decreased $11.9 million in the Americas segment.

Other Income and Income Taxes

	Nine Months Ended September 30,		
	2019	**2018**	**% Change vs. Prior Year**
Other income, net	**$ 368**	$ 3,245	-89%
Income tax provision	**22,219**	24,081	-8%

Other income, net. Other income, net decreased $2.9 million in the nine months ended September 30, 2019 compared to the same period in the prior year, primarily due to gains or losses on intercompany transactions denominated in foreign currencies with subsidiaries due to the fluctuation of the U.S. dollar relative to other foreign currencies, primarily the Indian Rupee. We recorded net foreign currency losses of $0.7 million in the nine months ended September 30, 2019 and net foreign currency gains of $2.5 million in the nine months ended September 30, 2018.

Income tax provision. Our effective income tax rates were 24.4% and 23.4% for the nine months ended September 30, 2019 and 2018, respectively. The increase is the result of a decrease of $0.6 million in excess tax benefits on restricted stock vestings and $0.3 million tax benefit related to a provisional one-time estimate for the impact of 2017 U.S. Tax reform recorded in 2018.

Liquidity and Capital Resources

During the first nine months of 2019, we funded our business through cash generated from operations. Our cash and cash equivalents as of September 30, 2019 included $68.8 million held in the U.S. and $44.8 million held by our foreign subsidiaries. We believe that our cash balances in the U.S. are sufficient to fund our U.S. operations, and we do not intend to repatriate foreign funds to the U.S. In the future, if we elect to repatriate the unremitted earnings of our foreign subsidiaries, we would no longer be subject to additional U.S. income taxes on such earnings due to the enactment of the Tax Cuts and Jobs Act in December 2017, but we could be subject to additional local withholding taxes.

Cash flow from operating activities totaled $112.3 million and $103.3 million in the nine months ended September 30, 2019 and 2018, respectively. Typical factors affecting our cash provided by operating activities include our level of revenue and earnings for the period, the timing and amount of employee bonus and income tax payments, and the timing of cash collections from our customers which is our primary source of operating cash flow. Cash flow from operating activities for the nine months ended September 30, 2019 increased $9.0 million compared to the same period in the prior year, which is mainly due to the timing and amount of employee bonus payments and income tax payments, and the timing of cash collections from our customers.

Cash flow used in investing activities totaled $9.9 million and $10.7 million in the nine months ended September 30, 2019 and 2018, respectively. Our investing activities for both the nine months ended September 30, 2019 and 2018 consisted of capital spending to support company growth and short-term investing. For the nine months ended September 30, 2019, net investment maturities totaled $1.4 million, while capital spending was $11.4 million. For the nine months ended September 30, 2018, net purchases of investments totaled $5.2 million, while capital spending was $5.5 million.

Financing activities used cash of $86.5 million and $124.6 million for the nine months ended September 30, 2019 and 2018, respectively. The principal use of cash for financing activities in both periods was to purchase our common stock, including shares withheld for taxes due upon vesting of restricted stock. Repurchases of our common stock for the nine months ended September 30, 2019 and 2018 totaled $86.5 million and $124.6 million, respectively, including shares withheld for taxes of $5.6 million and $6.0 million, respectively.

Periodically, opportunities may arise to grow our business through the acquisition of complementary products, and technologies. Any material acquisition could result in a decrease to our working capital depending on the amount, timing, and nature of the consideration to be paid. We believe that our existing cash and investments will be sufficient to meet our working capital and capital expenditure needs at least for the next twelve months, although there can be no assurance that this will be the case. For the remainder of 2019, we anticipate that our priorities for use of cash will be similar to prior years, with our first priority being continued investment in product development and profitably and growing our business to extend our market leadership. We will continue to evaluate acquisition opportunities that are complementary to our product footprint and technology direction. We will also continue to weigh our share repurchase options against cash for acquisitions and investing in the business. At this time, we do not anticipate any borrowing requirements for the remainder of 2019 for general corporate purposes.

Critical Accounting Policies and Estimates

In the first nine months of 2019, there were no significant changes to our critical accounting policies and estimates from those disclosed in the section "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our annual report on Form 10-K for the year ended December 31, 2018.

Forward-Looking Statements

Certain statements contained in this filing are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including but not limited to statements related to expectations about global macroeconomic trends and industry developments, plans for future business development activities, anticipated costs of revenues, product mix and service revenues, research and development, selling, general and administrative activities, and liquidity and capital needs and resources. When used in this quarterly report, the words "may," "expect," "forecast," "anticipate," "intend," "plan," "believe," "could," "seek," "project," "estimate," and similar expressions are generally intended to identify forward-looking statements. Undue reliance should not be placed on these forward-looking statements, which reflect opinions only as of the date of this quarterly report. Such forward-looking statements are subject to risks, uncertainties, and other factors that could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. Investors are cautioned that forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements.

Some of the factors that could cause actual results to differ materially from the results discussed in forward-looking statements include:

- The operational and financial effects of our business transition to cloud subscription-based solutions;
- economic, political and market conditions, including disruption in the retail sector;
- our ability to attract and retain highly skilled employees;
- competition;
- our dependence on a single line of business;
- our dependence on generating revenue from software licenses and cloud subscriptions to drive business;
- undetected errors or "bugs" in our software;
- the risk of defects, delays or interruptions in our cloud subscription services;
- possible compromises of our data protection and IT security measures;
- risks associated with large system implementations;
- possible liability to customers if our products fail;
- the requirement to maintain high quality professional service capabilities;
- the risks of international operations, including foreign currency exchange risk;
- the possibility that research and development investments may not yield sufficient returns;
- the long sales cycle associated with our products;
- the difficulty of predicting operating results;
- the need to continually improve our technology;
- risks associated with managing growth;
- reliance on third party and open source software;
- the need for our products to interoperate with other systems;
- the need to protect our intellectual property, and our exposure to intellectual property claims of others;
- economic conditions and regulatory changes caused by the United Kingdom's pending exit from the European Union;
- the possible effects on international commerce of new or increased tariffs, or a "trade war"; and
- other risks described under the heading "Risk Factors" in this Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2018, as these may be updated from time to time in subsequent quarterly reports.

We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in future operating results.

Item 3.Quantitative and Qualitative Disclosures about Market Risk.

There were no material changes to the Quantitative and Qualitative Disclosures about Market Risk previously disclosed in our annual report on Form 10-K for the year ended December 31, 2018.

Item 4.Controls and Procedures.

Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

No system of controls, no matter how well designed and operated, can provide absolute assurance that the objectives of the system of controls are met, and no evaluation of controls can provide absolute assurance that the system of controls has operated effectively in all cases. Our disclosure controls and procedures however are designed to provide reasonable assurance that the objectives of disclosure controls and procedures are met.

As of the end of the period covered by this report, our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures. Based on the evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to provide reasonable assurance that the objectives of disclosure controls and procedures are met.

Changes in Internal Control over Financial Reporting

During the three months ended September 30, 2019, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, including any corrective actions with regard to material weaknesses.

PART II
OTHER INFORMATION

Item 1.Legal Proceedings.

From time to time, we may be a party to legal proceedings arising in the ordinary course of business, and we could be a party to legal proceedings not in the ordinary course of business. We are not currently a party to any legal proceeding the result of which we believe could have a material adverse impact upon our business, financial position, results of operations, or cash flows.

Many of our product installations involve software products that are critical to the operations of our customers' businesses. Any failure in our products could result in a claim for substantial damages against us, regardless of our responsibility for such failure. Although we attempt to contractually limit our liability for damages arising from product failures or negligent acts or omissions, there can be no assurance that the limitations of liability set forth in our contracts will be enforceable in all instances.

Item 1A.Risk Factors.

In addition to the other information set forth in this report, you should carefully consider the risk factors disclosed in Item 1A, "Risk Factors," of our annual report on Form 10-K for the year ended December 31, 2018.

Item 2.Unregistered Sales of Equity Securities and Use of Proceeds.

The following table provides information regarding common stock purchases under our publicly-announced repurchase program for the quarter ended September 30, 2019,

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
July 1 - July 31, 2019	34,035	$ 87.60	34,035	47,018,386
August 1 - August 31, 2019	261,599	84.01	261,599	25,042,051
September 1 - September 30, 2019	133,905	82.13	133,905	14,043,946
Total	429,539		429,539	

In October 2019, our Board of Directors confirmed our existing authority to repurchase up to an aggregate of $50.0 million of our outstanding common stock.

Item 3.Defaults Upon Senior Securities.

No events occurred during the quarter covered by this report that would require a response to this item.

Item 4.Mine Safety Disclosures.

Not applicable.

Item 5.Other Information.

None

Item 6.Exhibits.

Exhibit 31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 32*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
Exhibit 101.SCH	XBRL Taxonomy Extension Schema Document
Exhibit 101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
Exhibit 101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
Exhibit 101.LAB	XBRL Taxonomy Extension Label Linkbase Document
Exhibit 101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* In accordance with Item 601(b)(32)(ii) of the SEC’s Regulation S-K, this Exhibit is hereby furnished to the SEC as an accompanying document and is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise

subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933.

EXHIBIT INDEX

Exhibit 31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
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Exhibit 101.SCH	Inline XBRL Taxonomy Extension Schema Document
Exhibit 101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
Exhibit 101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
Exhibit 101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
Exhibit 101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
Exhibit 104	The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, has been formatted in Inline XBRL.

* In accordance with Item 601(b)(32)(ii) of the SEC's Regulation S-K, this Exhibit is hereby furnished to the SEC as an accompanying document and is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MANHATTAN ASSOCIATES, INC.

Date: October 24, 2019	/s/ Eddie Capel *Eddie Capel* President and Chief Executive Officer (Principal Executive Officer)
Date: October 24, 2019	/s/ Dennis B. Story *Dennis B. Story* Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)

Exhibit 31.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a)/15d-14(a), AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Eddie Capel, certify that:

1. I have reviewed this quarterly report on Form 10-Q of the registrant;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated this 24th day of October, 2019

/s/ Eddie Capel
Eddie Capel
President and Chief Executive Officer

Exhibit 31.2

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(a)/15d-14(a), AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Dennis B. Story, certify that:

1. I have reviewed this quarterly report on Form 10-Q of the registrant;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated this 24th day of October, 2019

/s/ Dennis B. Story
Dennis B. Story
Executive Vice President, Chief Financial Officer and Treasurer

Exhibit 32

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

This Certificate is being delivered pursuant to the requirements of Section 1350 of Chapter 63 (Mail Fraud) of Title 18 (Crimes and Criminal Procedures) of the United States Code and shall not be relied on by any person for any other purpose.

The undersigned, who are the Chief Executive Officer and Chief Financial Officer, respectively, of Manhattan Associates, Inc. (the “Company”), hereby each certify that, to the undersigned’s knowledge:

The Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2019 (the “Report”), which accompanies this Certification, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and all information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated this 24th day of October, 2019

/s/ Eddie Capel
Eddie Capel
President and Chief Executive Officer

/s/ Dennis B. Story
Dennis B. Story
Executive Vice President, Chief Financial Officer and Treasurer

In accordance with SEC Release No. 34-47986, this Exhibit is furnished to the SEC as an accompanying document and is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933. A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the registrant and will be retained by the registrant and furnished to the Securities and Exchange Commission or its staff upon request.