
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 16, 2009

MANHATTAN ASSOCIATES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Georgia
(State or Other Jurisdiction of
Incorporation or organization)

0-23999
(Commission File Number)

58-2373424
(I.R.S. Employer Identification No.)

2300 Windy Ridge Parkway, Suite 1000, Atlanta, Georgia
30339
(Address of Principal Executive Offices)
(Zip Code)

(770) 955-7070
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 16, 2009, the Compensation Committee of the Board of Directors of Manhattan Associates, Inc. (the “Company”) adopted the 2009 Supplemental Cash Incentive Plan (the “Supplemental Plan”), which supplements the Company’s previously adopted 2009 Annual Cash Incentive Plan (the “2009 Plan”).

The Supplemental Plan is designed to continue to encourage 2009 Plan participants to strive for the Company’s financial success, notwithstanding the current extraordinary global macro-economic environment, which the Company believes has negatively affected its business and has significantly reduced the incentive value of the 2009 Plan by rendering that plan’s previously established performance goals unlikely to be achieved at meaningful levels.

Payouts under the Supplemental Plan are based solely on corporate performance with regard to achieving total year adjusted earnings per share (“Adjusted EPS”) that reflect the Company’s actual Adjusted EPS performance for the first quarter of 2009 plus Adjusted EPS targets for the remaining three quarters of 2009 that are consistent with originally budgeted Adjusted EPS objectives for the last three quarters of 2009. Like the 2009 Plan, there is a threshold Adjusted EPS level below which no incentive is earned under the Supplemental Plan. Unlike the 2009 Plan, which provides for participant payouts of up to 200% of total target incentive opportunity for Company performance exceeding target incentive goals, the Supplemental Plan total incentive payout opportunity for participants is capped at 100% if the Company achieves or exceeds the full year Adjusted EPS target incentive goal.

Award opportunities under the Supplemental Plan are equal to the portion of each participant’s target award opportunity attributable to Adjusted EPS under the 2009 Plan—which, as previously disclosed, is generally 50% of the participant’s total target incentive opportunity under the 2009 Plan. Any payouts under the Supplemental Plan are in addition to any payouts under the 2009 Plan.

Written summaries of the material terms of the 2009 Plan and the Supplemental Plan are filed as Exhibits 10.1 and 10.2, respectively, to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Written Summary of Manhattan Associates, Inc. 2009 Annual Cash Incentive Plan.
10.2	Written Summary of Manhattan Associates, Inc. 2009 Supplemental Cash Incentive Plan.

SIGNATURES

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

Manhattan Associates, Inc.

By: /s/ Dennis B. Story
Dennis B. Story
Senior Vice President and Chief Financial Officer

Dated: June 19, 2009

EXHIBIT INDEX

Exhibit Number	Description
10.1	Written Summary of Manhattan Associates, Inc. 2009 Annual Cash Incentive Plan.
10.2	Written Summary of Manhattan Associates, Inc. 2009 Supplemental Cash Incentive Plan.

**WRITTEN SUMMARY OF THE MATERIAL TERMS OF
THE MANHATTAN ASSOCIATES, INC. 2009 ANNUAL CASH INCENTIVE PLAN***

The 2009 Annual Cash Incentive Plan (the "2009 Plan") is a cash incentive plan for participants approved by the Compensation Committee whereby such participants may receive cash payouts in the event the company achieves performance targets for total company revenue and total company adjusted earnings per share ("Adjusted EPS"). The Plan includes targets for each quarter that reflect the year-to-date goals for that quarter as well as an annual goal. Total company revenues and Adjusted EPS each constitute 50% of a participant's total cash incentive opportunity, except in the case of Mr. Mitchell, Executive Vice President of Americas Operations, whose total cash incentive opportunity is 25% based upon total company revenue targets, 25% based on Adjusted EPS targets and 50% on Americas' license revenue targets. Incentives are payable quarterly.

Cash incentives are not payable below a threshold amount, and are payable at 100% of the participant's cash incentive opportunity upon achievement of target goals. If full year target goals are exceeded, incentives are payable to a maximum of 200% of the participant's target cash incentive opportunity (after accounting for previously made quarterly payments). Incentives are payable on a straight line ratable basis for performance between threshold and target goals, and target and above-target goals.

For purposes of the 2009 Plan:

- Total company revenues exclude hardware revenue and billed travel revenue.
- Adjusted EPS is the Company's earnings per share after excluding amortization of intangible assets, stock-based compensation expenses, restructuring charges, asset impairment charges, sales tax recoveries and unusual tax adjustments. The earnings per share benefit from common stock repurchases, if applicable, is also eliminated from the calculation of the Adjusted EPS portion of annual incentives.
- Americas' license revenue is a GAAP financial figure shown in the reporting segments note to the Company's Consolidated Financial Statements.

The Compensation Committee is empowered to interpret and make determinations regarding the 2009 Plan. The Compensation Committee may terminate, suspend or amend the 2009 Plan, in whole or in part from time to time, including the adoption of amendments deemed necessary or desirable to correct any defect or supply omitted data or to reconcile any inconsistency or discrepancy in the 2009 Plan or in any award granted thereunder, without the consent of any affected participant.

In order to be eligible for an award under the 2009 Plan, a participant must be actively employed by the company through the date of payment. If a participant's employment terminates for any reason prior to such date of payment, the participant will not be eligible for any unpaid awards under the 2009 Plan, and no unpaid awards under the 2009 Plan will be paid to the participant.

* *This summary does not constitute the entirety of the 2009 Plan as adopted by the Compensation Committee.*

**WRITTEN SUMMARY OF THE MATERIAL TERMS OF
THE MANHATTAN ASSOCIATES, INC. 2009 SUPPLEMENTAL CASH INCENTIVE PLAN***

The 2009 Supplemental Cash Incentive Plan (the "Supplemental Plan") is a supplemental cash incentive plan approved by the Compensation Committee for participants in the Company's 2009 Annual Cash Incentive Plan (the "2009 Plan") whereby such participants may receive cash payouts in the event the company achieves targets for full year total company adjusted earnings per share ("Adjusted EPS"). Incentives are payable in the first quarter of 2010, and are in addition to any amounts payable under the 2009 Plan .

Participants can earn up to 100% of the target Adjusted EPS component of their 2009 incentive bonus under the existing 2009 Plan, if the Adjusted EPS target goal in the Supplemental Plan is met. There are full year Adjusted EPS performance threshold and target goals under the Supplemental Plan. Cash incentives are not payable for performance below the threshold Adjusted EPS amount, and are payable on a straight line ratable basis for performance between threshold and target goals. Supplemental Plan payouts are capped at 100% of the total incentive payout opportunity for participants if the company achieves or exceeds the full year Adjusted EPS target incentive goal.

For purposes of the Supplemental Plan, Adjusted EPS is defined in the same manner as under the 2009 Plan.

The Compensation Committee is empowered to interpret and make determinations regarding the Supplemental Plan. The Compensation Committee may terminate, suspend or amend the Supplemental Plan, in whole or in part from time to time, including the adoption of amendments deemed necessary or desirable to correct any defect or supply omitted data or to reconcile any inconsistency or discrepancy in the Supplemental Plan or in any award granted thereunder, without the consent of any affected participant.

In order to be eligible for an award under the Supplemental Plan, a participant must be actively employed by the company through the date of payment. If a participant's employment terminates for any reason prior to such date of payment, the participant will not be eligible for any unpaid awards under the Supplemental Plan, and no unpaid awards under the Supplemental Plan will be paid to the participant.

* *This summary does not constitute the entirety of the Supplemental Plan as adopted by the Compensation Committee.*