As filed with the Securities and Exchange Commission on July 31, 2026. File No. 333-________

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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

Georgia	**58-2373424**
(State or Other Jurisdiction of Incorporation or Organization)	*(I.R.S. Employer Identification No.)*

2300 Windy Ridge Parkway, Tenth Floor
Atlanta, GA 30339
(Address, Including Zip Code, of Registrant's Principal Executive Offices)

MANHATTAN ASSOCIATES, INC. 2020 EQUITY INCENTIVE PLAN
(Full Title of the Plan)

Bruce S. Richards
Senior Vice President,
Chief Legal Officer and Secretary
Manhattan Associates, Inc.
2300 Windy Ridge Parkway, Tenth Floor
Atlanta, Georgia 30339
(770) 955-7070
(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:
David M. Eaton
Kilpatrick Townsend & Stockton LLP
1100 Peachtree Street, N.E., Suite 2800
Atlanta, Georgia 30309
(404) 815-6500

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 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this "Registration Statement") is filed by Manhattan Associates, Inc., a Georgia corporation (the "Registrant"), with the Securities and Exchange Commission (the "SEC") pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), to register an additional 3,000,000 shares of the Registrant's common stock, par value $0.01 per share ("Common Stock"), under the Registrant's 2020 Equity Incentive Plan (the "Plan") that became reserved and available for issuance following approval by the Registrant's shareholders of the First Amendment to the Plan on May 14, 2026.

The Registrant previously filed a Registration Statement on Form S-8 (File No. 333-238503) on October 8, 2020, with respect to the shares of Common Stock previously reserved for issuance under the Plan (the "Prior Registration Statement"). This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. In accordance with such instruction, the contents of the Prior Registration Statement relating to the Plan are incorporated by reference in this Registration Statement, to the extent not replaced hereby.

ITEM 8. EXHIBITS.

The following exhibits are filed with this Registration Statement:

Exhibit Number	Description
4.1	Articles of Incorporation of the Registrant, as amended May 15, 2014 (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2014 filed on July 29, 2014).
4.2	Amended Bylaws of the Registrant, as amended March 8, 2023 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on March 19, 2023).
5.1	Opinion of Kilpatrick Townsend & Stockton LLP as to the legality of the securities to be issued (filed herewith).
23.1	Consent of Ernst & Young LLP (filed herewith).
23.2	Consent of Kilpatrick Townsend & Stockton LLP (included in the opinion filed as Exhibit 5.1 hereto).
24.1	Power of Attorney (included in signature pages to this Registration Statement).
99.1	Manhattan Associates, Inc. 2020 Equity Incentive Plan (incorporated by reference to Annex A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on March 30, 2020).
99.2	First Amendment to Manhattan Associates, Inc. 2020 Equity Incentive Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on April 2, 2026).
107	Filing Fee Table (filed herewith).

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on this 23rd day of July, 2026.

MANHATTAN ASSOCIATES, INC.

By: /s/ Eric A. Clark
Eric A. Clark
President and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Eric A. Clark, Eddie Capel and Bruce S. Richards, and each of them severally, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

	Date
/s/ Eric A. Clark Eric A. Clark Director, President and Chief Executive Officer (Principal Executive Officer)	July 23, 2026
s/ Linda C. Pinne Linda C. Pinne Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	July 23, 2026
/s/ Eddie Capel Eddie Capel, Chairman of the Board of Directors	July 23, 2026
/s/ Edmond I. Eger Edmond I. Eger, Director	July 23, 2026
/s/ Linda T. Hollembaek Linda T. Hollembaek, Director	July 23, 2026
/s/Kimberly A. Kuryea Kimberly A. Kuryea, Director	July 23, 2026
/s/ Charles E. Moran Charles E. Moran, Director	July 23, 2026
/s/ Thomas E. Noonan Thomas E. Noonan, Director	July 23, 2026
/s/ Danielle Sheer Danielle Sheer, Director	July 23, 2026

EXHIBIT 5.1

Kilpatrick Townsend & Stockton LLP
ktslaw.com

Suite 2800, 1100 Peachtree Street NE
Atlanta, GA 30309-4528

July 31, 2026

Manhattan Associates, Inc.
2300 Windy Ridge Parkway, Tenth Floor
Atlanta, GA 30339

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Manhattan Associates, Inc., a Georgia corporation ("Manhattan" or the "Company"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission (the "SEC") on the date hereof, covering the registration of an additional 3,000,000 shares (the "Shares") of the Company's common stock, par value $0.01 per share (the "Common Stock"), under the Manhattan Associates, Inc. 2020 Equity Incentive Plan, as amended by the First Amendment thereto approved by the Company's shareholders on May 14, 2026 (together, the "Plan"), which Shares became reserved and available for issuance under the Plan following such shareholder approval.

Subject to the assumptions, qualifications and limitations identified in this letter, we are of the opinion that the Shares have been duly authorized and, when issued in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable (except as to Shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

In connection with the preparation of this letter, we have among other things reviewed: (i) the Registration Statement, including the filings incorporated by reference therein; (ii) the Plan; (iii) copies of minutes, resolutions and consents, as applicable, of the Board of Directors and committees of the Board of Directors of the Company related to the offering, certified by an officer of the Company; (iv) the Articles of Incorporation of the Company, as amended May 15, 2014 (the "Charter"), as certified by the Secretary of State of the State of Georgia as of July 29, 2026; (v) the Amended Bylaws of the Company, as amended March 8, 2023, certified by an officer of the Company; (vi) a certificate of existence from the Secretary of State of the State of Georgia dated July 29, 2026; and (vii) such other certificates, documents and instruments we have deemed appropriate for purposes of this letter.

We have assumed for purposes of this letter that: (i) each document we have reviewed is accurate and complete, each such document that is an original is authentic, each such document that is a copy conforms to an authentic original, all signatures on each such document are genuine, and that all natural persons who have signed any documents have the legal capacity to do so; (ii) that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the Georgia Business Corporation Code ("GBCC"), if applicable; (iii) that, at the time of issuance of Shares under the Plan, there will be sufficient shares of Common Stock available for issuance under the Charter; and (iv) that the issuance of Shares under the Plan will be for legal consideration equal to or in excess of par value.

We are opining herein only as to the GBCC. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

This opinion letter addresses only with the specific legal issues expressly referenced herein, and no opinion is implied or may be inferred beyond that expressly stated. This opinion letter speaks only as of its date and is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. We assume no obligation to advise you of any change in the foregoing subsequent to the date hereof. We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the SEC thereunder.

Sincerely,

/s/KILPATRICK TOWNSEND & STOCKTON LLP

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Manhattan Associates, Inc. 2020 Equity Incentive Plan of our reports dated February 4, 2026, with respect to the consolidated financial statements of Manhattan Associates, Inc. and subsidiaries and the effectiveness of internal control over financial reporting of Manhattan Associates, Inc. and subsidiaries included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia
July 31, 2026

Exhibit 107

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Manhattan Associates, Inc.
(Exact Name of registrant as specified in its charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share (2)	Maximum Aggregate Offering Price (1)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, $0.01 par value	Other	3,000,000	$151.32	$453,960,000	0.00013810	$62,691.88
Total Offering Amounts					$453,960,000		$62,691.88
Total Fee Offsets							$0.00
Net Fee Due							$62,691.88

(1) Consists of 3,000,000 shares of Common Stock under the Plan that became reserved and available for issuance following approval by the Registrant's shareholders of the First Amendment to the Plan on May 14, 2026. In addition, pursuant to Rule 416 under the Securities Act, the Registration Statement also relates to such indeterminate number of additional shares of Common Stock as may be issuable to prevent dilution in the event of a stock dividend, stock split, recapitalization, or other similar changes in the Registrant's capital structure, merger, consolidation, spin-off, split-off, spin-out, split-up, reorganization, partial or complete liquidation, or other distribution of assets, issuance of rights or warrants to purchase securities, or any other corporate transaction or event having an effect similar to any of the foregoing. Capitalized terms used in this Exhibit 107 are defined in the Registration Statement that this exhibit is filed with.

(2) Estimated solely for the purpose of calculation of the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based on a per share price of $151.32, the average of the high and low reported sales prices of the Common Stock on the Nasdaq Stock Market on July 24, 2026, a date within five business days prior to the filing of this Registration Statement.