

---

**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): **May 18, 2017**

**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, Tenth Floor, Atlanta, Georgia  
30339**  
(Address of Principal Executive Offices)  
(Zip Code)

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

**NONE**  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

---

---

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On Thursday, May 18, 2017, the Company held its Annual Meeting of Shareholders (the “Annual Meeting”) in Atlanta, Georgia. As of the record date, March 22, 2017, there were 69,443,299 shares of common stock entitled to vote at the Annual Meeting. There were present at the Annual Meeting, in person or by proxy, holders of 64,929,157 shares, representing approximately 93% of the common stock entitled to vote at the Annual Meeting.

The matters considered and voted on by the Company’s shareholders at the Annual Meeting, the votes cast for, withheld or against, and the number of abstentions and broker non-votes with respect to each matter voted upon, as applicable, are set forth below:

<b>Proposals</b>	<b>Term Expires</b>	<b>Number of Votes</b>			<b>Broker Non-Votes</b>
		<b>For</b>	<b>Against</b>	<b>Abstained</b>	
1. Election of Class I Directors					
Eddie Capel	2020	60,453,450	540,608	56,407	3,878,692
Charles E. Moran	2020	60,582,477	411,536	56,452	3,878,692

The nominees for Class I Directors were elected, and each received the affirmative vote of a majority of the votes cast.

	<b>Number of Votes</b>			
	<b>For</b>	<b>Against</b>	<b>Abstained</b>	<b>Broker Non-Votes</b>
2. Non-binding resolution to approve the compensation of the Company’s named executive officers.	44,017,236	16,834,210	199,019	3,878,692

The Company’s shareholders approved proposal 2 set forth above.

	<b>Number of Votes</b>				<b>Broker Non-Votes</b>
	<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstained</b>	
3. Non-binding resolution to determine the frequency of future advisory votes to approve the compensation of the Company’s named executive officers.	54,290,969	18,123	6,574,279	167,094	3,878,692

The Company’s shareholders recommended a frequency of every 1 year for proposal 3 set forth above. Consistent with the results of the shareholder advisory vote on proposal 3, the Company’s Board of Directors has determined that the Company will hold future shareholder advisory votes on executive compensation on an annual basis until the next shareholder advisory vote on the frequency of such advisory votes.

---

**Number of Votes**

---

	<b>For</b>	<b>Against</b>	<b>Abstained</b>	<b>Broker Non-Votes</b>
4. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017.	63,748,890	1,121,880	58,387	0

The Company's shareholders approved proposal 4 set forth above.

## 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*  
Executive Vice President, Chief Financial Officer  
and Treasurer

Dated: May 19, 2017