

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
Amendment No. 2

Manhattan Associates, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.01 par value

-----  
(Title of Class of Securities)

562750109

-----  
(CUSIP Number)

December 31, 2003

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ] Rule 13d-1(b)

[X] Rule 13d-1(c)

[ ] Rule 13d-1(d)

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-----  
CUSIP No. 562750109

13G  
-----

1. Name of Reporting Person  
I.R.S. Identification No. of above Person

Goldman Sachs Asset Management, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]  
-----

3. SEC Use Only

-----  
4. Citizenship or Place of Organization

Delaware

-----  
5. Sole Voting Power

Number of 554,785

Shares

-----  
6. Shared Voting Power

Beneficially 945,612

Owned by

-----  
7. Sole Dispositive Power

Each 554,785

Reporting

Person

-----  
8. Shared Dispositive Power

With: 945,612

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,500,397

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[\_]

-----  
11. Percent of Class Represented by Amount in Row (9)

5.0%

-----  
12. Type of Reporting Person

IA

-----  
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-----  
CUSIP No. 562750109

13G

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

Goldman Sachs 2002 Exchange Place Fund, L.P.

-----  
2. Check the Appropriate Box if a Member of a Group

(a) [ ]  
(b) [ ]

-----  
3. SEC Use Only  
-----

4. Citizenship or Place of Organization

Delaware  
-----

5. Sole Voting Power

Number of 0

Shares

Beneficially

-----  
6. Shared Voting Power

575,515

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

-----  
8. Shared Dispositive Power

With:

575,515  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

575,515  
-----

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[ ]  
-----

11. Percent of Class Represented by Amount in Row (9)

1.9%  
-----

12. Type of Reporting Person

PN  
-----

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-----  
CUSIP No. 562750109

13G  
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-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially 370,097

Owned by

7. Sole Dispositive Power

Each 0

Reporting

8. Shared Dispositive Power

Person  
With: 370,097

9. Aggregate Amount Beneficially Owned by Each Reporting Person

370,097

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

1.2%

12. Type of Reporting Person

PN

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
  
Goldman Sachs 2002 Exchange Fund Advisors, L.L.C.

-----  
2. Check the Appropriate Box if a Member of a Group  
  
(a)   
(b)

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization  
  
Delaware

-----  
5. Sole Voting Power  
  
Number of 0

Shares -----  
Beneficially 6. Shared Voting Power  
Owned by 575,515

Each -----  
Reporting 7. Sole Dispositive Power  
Person 0

With: -----  
8. Shared Dispositive Power  
575,515

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
575,515

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11. Percent of Class Represented by Amount in Row (9)  
  
1.9%

-----  
12. Type of Reporting Person  
  
00

-----  
CUSIP No. 562750109  
-----

13G

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

Goldman Sachs Management Partners, L.P.

-----  
2. Check the Appropriate Box if a Member of a Group

(a)

(b)

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

Delaware

-----  
5. Sole Voting Power

Number of 0

Shares

-----  
6. Shared Voting Power

Beneficially 370,097

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting 0

Person

-----  
8. Shared Dispositive Power

With: 370,097

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

370,097

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11. Percent of Class Represented by Amount in Row (9)

1.2%

-----  
12. Type of Reporting Person

PN  
-----

Item 2(a). Name of Persons Filing:  
Goldman Sachs Asset Management, L.P., Goldman Sachs 2002 Exchange Place Fund, L.P., Goldman Sachs 2001 Exchange Place Fund, L.P., Goldman Sachs 2002 Exchange Fund Advisors, L.L.C. and Goldman Sachs Management Partners, L.P.

Item 2(b). Address of Principal Business Office or, if none, Residence:  
Goldman Sachs 2001 Exchange Place Fund, L.P. and Goldman Sachs Management Partners, L.P. -  
85 Broad Street  
New York, NY 10004

Goldman Sachs Asset Management, L.P., Goldman Sachs 2002 Exchange Place Fund, L.P. and Goldman Sachs 2002 Exchange Fund Advisors, L.L.C. -  
32 Old Slip  
New York, NY 10005

Item 2(c). Citizenship:  
Goldman Sachs Asset Management, L.P. - Delaware  
Goldman Sachs 2002 Exchange Place Fund, L.P.- Delaware  
Goldman Sachs 2001 Exchange Place Fund, L.P.- Delaware  
Goldman Sachs 2002 Exchange Fund Advisors, L.L.C. - Delaware  
Goldman Sachs Management Partners, L.P. - Delaware

Item 4. Ownership.(1)(2)

(a). Amount beneficially owned:  
See the response(s) to Item 9 on the attached cover page(s).

(b). Percent of Class:  
See the response(s) to Item 11 on the attached cover page(s).

(c). Number of shares as to which such person has:

(i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).

(ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).

(iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).

(iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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(1) In accordance with Securities and Exchange Commission ("SEC") Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by Goldman Sachs Asset Management, L.P. ("GSAM LP"). GSAM LP, an investment advisor, disclaims beneficial ownership of any securities managed, on GSAM LP's behalf, by third parties.

(2) This statement amends the statement on Schedule 13G as most recently amended by Amendment No. 1 thereto filed with the SEC on February 12, 2003 by Goldman Sachs Asset Management ("GSAM"), a separate business unit of The Goldman Sachs Group, Inc. Beginning on or about April 26, 2003, GSAM LP assumed all, or substantially all of the rights and responsibilities of GSAM under the terms of its advisory agreements. The full assumption is expected to be completed by the close of the first quarter of 2004.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2004

GOLDMAN SACHS ASSET MANAGEMENT, L.P.

By: /s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN SACHS 2002 EXCHANGE PLACE FUND, L.P.

By: /s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN SACHS 2001 EXCHANGE PLACE FUND, L.P.

By: /s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN SACHS 2002 EXCHANGE FUND ADVISORS, L.L.C.

By: /s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN SACHS MANAGEMENT PARTNERS, L.P.

By: /s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact



INDEX TO EXHIBITS

Exhibit No.	Exhibit
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99.1	Joint Filing Agreement, dated February 13, 2004, between Goldman Sachs Asset Management, L.P., Goldman Sachs 2002 Exchange Place Fund, L.P., Goldman Sachs 2001 Exchange Place Fund, L.P., Goldman Sachs 2002 Exchange Fund Advisors, L.L.C. and Goldman Sachs Management Partners, L.P.
99.2	Power of Attorney, dated November 19, 2003, relating to Goldman Sachs Asset Management, L.P.

Exhibit (99.1)

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, \$0.01 par value, of Manhattan Associates, Inc., and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: February 13, 2004

GOLDMAN SACHS ASSET MANAGEMENT, L.P.

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN SACHS 2002 EXCHANGE PLACE FUND, L.P.

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN SACHS 2001 EXCHANGE PLACE FUND, L.P.

By: /s/ Roger S. Begelman

-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN SACHS 2002 EXCHANGE FUND ADVISORS, L.L.C.

By: /s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN SACHS MANAGEMENT PARTNERS, L.P.

By: /s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

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Exhibit (99.2)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS ASSET MANAGEMENT, L.P. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Ted Chang, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 19th, 2003.

GOLDMAN SACHS ASSET MANAGEMENT, L.P.

By:/s/ Howard Surloff  
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Name: Howard Surloff  
Title: Managing Director

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