

As filed with the Securities and Exchange Commission on June 6, 2003

Registration No. 333-_____

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
(State or Other Jurisdiction of
Incorporation or Organization)

58-2373424
(I.R.S. Employer
Identification Number)

2300 Windy Ridge Parkway
Suite 700
Atlanta, GA 30339
(Address of Principal Executive Offices, Including Zip Code)

Manhattan Associates, Inc. Stock Incentive Plan
(Full title of the Plan)

David K. Dabbiere, Esq.
Senior Vice President,
Chief Legal Officer and Secretary
Manhattan Associates, Inc.
2300 Windy Ridge Parkway, Suite 700
Atlanta, Georgia 30339
(770) 955-7070
(Name, Address and Telephone Number,
Including Area Code, of Agent for Service.)

Copy to:
Larry W. Shackelford, Esq.
Morris, Manning & Martin, LLP
1600 Atlanta Financial Center
3343 Peachtree Road, N.E.
Atlanta, Georgia 30326
(404) 233-7000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.01 par value per share	1,786,067 shares	\$ 26.51	\$47,348,636.17	\$ 3,830.51

(1) Computed in accordance with Rule 457(c) and (h) of the Securities Act of 1933, based on the high and low prices of the common stock offered hereby on the Nasdaq National Market on May 30, 2003.

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STATEMENT REGARDING INCORPORATION BY REFERENCE FROM EFFECTIVE REGISTRATION STATEMENT

Pursuant to General Instruction E to Form S-8, the contents of the Registrant's Registration Statements on Form S-8, filed with the Securities and Exchange Commission on August 4, 1998 (File No. 333-60635), September 14, 2000 (File No. 333-45802) and September 5, 2001 (File No. 333-68968), relating in part to the registration of an aggregate of 10,659,453 shares of the Registrant's common stock authorized for issuance under the Manhattan Associates, Inc. Stock Incentive Plan, are incorporated by reference in their entirety in this Registration Statement. This Registration Statement provides for the registration of an additional 1,786,067 shares of the Registrant's common stock to be issued under that Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I will be sent or given to employees and/or directors of Manhattan Associates, Inc. as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended. In accordance with the instructions of Part I of Form S-8, these documents will not be filed with the Securities and Exchange Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute the prospectus as required by Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

- (a) the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002, filed with the Commission on March 31, 2003 (File No. 000-23999);
- (b) the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003, filed with the Commission on May 15, 2003 (File No. 000-23999);
- (c) the description of the Registrant's common stock, \$.01 par value per share, contained in the Registrant's Registration Statement on Form 8-A, filed with the Commission on April 6, 1998 (File No. 000-23999); and
- (d) the Registrant's Registration Statements on Form S-8, filed with the Commission on August 4, 1998 (File No. 333-60635), September 14, 2000 (File No. 333-45802) and September 5, 2001 (File No. 333-68968).

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the termination of the offering of the securities offered hereby shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof.

Section 11(a) of the Securities Act of 1933, as amended (the "Securities Act"), provides that if any part of a registration statement at the time such part becomes effective contains an untrue statement of a material fact or an omission to state a material fact required to be stated therein or necessary to make the statements therein not misleading, any person acquiring a security pursuant to such registration statement (unless it is proved that at the time of such acquisition such person knew of such untruth or omission) may assert a claim against, among others, every accountant who has consented to be named as having prepared or certified any part of the registration statement, or as having prepared or certified any report or valuation that is used in connection with the registration statement, with respect to such statements in such registration statement, report or valuation if they purport to have been prepared or certified by the accountant.

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On April 24, 2002, the Registrant determined not to renew the engagement of Arthur Andersen LLP (“Andersen”) as its independent auditor and retained Ernst & Young LLP as its independent auditors with respect to the audit of the Registrant’s consolidated financial statements for the fiscal year ending December 31, 2002. The consolidated financial statements of the Registrant as of December 31, 2000 and 2001, which are included in the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2002 and incorporated by reference in this Registration Statement on Form S-8, were audited by Andersen. After reasonable efforts, the Registrant was unable to obtain Andersen’s written consent to the incorporation by reference into this Registration Statement of Andersen’s audit report with respect to these consolidated financial statements. Under these circumstances, Rule 437a under the Securities Act permits the Registrant to file this Registration Statement without a written consent from Andersen. As a result, Andersen will not have any liability under Section 11(a) of the Securities Act for any untrue statements of material fact contained in the financial statements audited by Andersen or any omissions of a material fact required to be stated therein. Accordingly, you would be unable to assert a claim against Andersen under Section 11(a) of the Securities Act for any purchases of securities under this Registration Statement. In addition, the ability of Andersen to satisfy any claims (including claims arising from Andersen’s provision of auditing and other services to the Registrant) may be limited as a practical matter due to recent events regarding Andersen. To the extent provided in Section 11(b)(3)(C) of the Securities Act, however, other persons who may be liable under Section 11(a) of the Securities Act, including the Registrant’s officers and directors, may still rely on Andersen’s original audit reports as being made by an expert for purposes of establishing a due diligence defense under Section 11(b) of the Securities Act.

The Registrant hereby undertakes to provide without charge to each person to whom a prospectus relating to this Registration Statement is delivered, upon the written or oral request of any such person, a copy of any and all of the foregoing documents incorporated herein by reference (other than exhibits to such documents that are not specifically incorporated by reference into the information that this Registration Statement incorporates). Written or telephone requests should be directed to Investor Relations Department, Manhattan Associates, Inc., 2300 Windy Ridge Parkway, Suite 700, Atlanta, Georgia 30339; (770) 955-7070.

Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference into this Registration Statement pursuant to Item 601 of Regulation S-K:

<u>Exhibit No.</u>	<u>Description</u>
4.1	Articles of Incorporation of the Registrant (Incorporated by reference to Exhibit 3.1 to the Registrant’s Registration Statement on Form S-1 (File No. 333-47095), filed on February 27, 1998)
4.2	Bylaws of the Registrant (Incorporated by reference to Exhibit 3.2 to the Registrant’s Registration Statement on Form S-1 (File No. 333-47095), filed on February 27, 1998)
4.3	Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.10 to the Registrant’s Registration Statement on Form S-1 (File No. 333-47095), filed on February 27, 1998)
4.4	First Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.22 to the Registrant’s Annual Report on Form 10-K for the period ended December 31, 1998 (File No. 000-23999), filed on March 31, 1999)
4.5	Second Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.23 to the Registrant’s Annual Report on Form 10-K for the period ended December 31, 1998 (File No. 000-23999), filed on March 31, 1999)

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<u>Exhibit No.</u>	<u>Description</u>
4.6	Third Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.24 to the Registrant's Annual Report on Form 10-K for the period ended December 31, 1998 (File No. 000-23999), filed on March 31, 1999)
4.7	Fourth Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.25 to the Registrant's Annual Report on Form 10-K for the period ended December 31, 1999 (File No. 000-23999), filed on March 30, 2000)
4.8	Fifth Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 4.8 to the Registrant's Registration Statement on Form S-8 (File No. 333-68968), filed on September 5, 2001)
4.9	Sixth Amendment to the Manhattan Associates, Inc. Stock Incentive Plan (Incorporated by reference to Annex A to the Company's Proxy Statement (File No. 000-23999), filed on April 24, 2002)
4.10	Seventh Amendment to the Manhattan Associates, Inc. Stock Incentive Plan
5.1	Opinion of Morris, Manning & Martin, LLP as to the legality of the securities being registered
23.1	Consent of Ernst & Young LLP
23.2	Consent of Morris, Manning & Martin, LLP (included in Exhibit 5.1)
24.1	Power of Attorney (following signature page)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 the 6th day of June, 2003.

MANHATTAN ASSOCIATES, INC.

By: /s/ Richard M. Hadrill

Richard M. Hadrill
Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard M. Hadrill and Edward K. Quibell as his true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign a Registration Statement relating to the registration of shares of common stock on Form S-8 and to sign any and all amendments (including post effective amendments) to the Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing required or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute, could lawfully do or cause to be done by virtue hereof.

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

<u>/s/ Richard M. Hadrill</u> Richard M. Hadrill	Chief Executive Officer, President, and Director (Principal Executive Officer)	June 6, 2003
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<u>/s/ Edward K. Quibell</u> Edward K. Quibell	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	June 6, 2003
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<u>/s/ John J. Huntz, Jr.</u> John J. Huntz, Jr.	Chairman of the Board	June 6, 2003
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<u>/s/ Brian J. Cassidy</u> Brian J. Cassidy	Director	June 6, 2003
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<u>/s/ Paul R. Goodwin</u> Paul R. Goodwin	Director	June 6, 2003
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<u>/s/ John R. Hardesty</u> John R. Hardesty	Director	June 6, 2003
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<u>/s/ Thomas E. Noonan</u> Thomas E. Noonan	Director	June 6, 2003
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<u>/s/ Deepak Raghavan</u> Deepak Raghavan	Director	June 6, 2003
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**AMENDMENT NO. 7
TO
MANHATTAN ASSOCIATES, INC.
STOCK INCENTIVE PLAN**

The Manhattan Associates, Inc. Stock Incentive Plan (the "Plan") is hereby amended as follows:

1. Allocation of Authorized Shares. Section 3 of the Plan is hereby amended by adding the following at the end thereof: "Up to 5,000,000 of the Shares that may be issued pursuant to Stock Incentives under this Plan shall be issuable pursuant to Stock Incentives granted to employees of Manhattan Associates (India) Development Centre Private Limited, an Indian subsidiary of the Company ("Manhattan Associates India"). No Employee or Key Person shall receive Options and Stock Appreciation Rights for more than 5,000,000 Shares in any 12-month period."

2. Eligibility. Section 6 of the Plan is hereby amended by adding the following at the end thereof: "The employees of Manhattan Associates India are covered under the Plan with effect from February 7, 2003."

3. Stock Option Terms. Section 7.2(a) of the Plan is hereby amended by deleting the last sentence thereof and replacing it with the following: "If a Stock Incentive is a Non-ISO, the Exercise Price for each Share shall be no less than the Fair Market Value on the date the Non-ISO is granted."

4. Copies of Plan. The Plan is hereby amended by adding a new Section 14.6 after Section 14.5 which reads as follows:

"14.6 **Copies of Plan.** This document may be produced to the income tax authorities and other regulatory authorities in India as per the applicable laws and rules framed by the respective authorities having jurisdiction in the matter of the grant of Stock Incentives under the Plan to the employees of Manhattan Associates India."

5. Effect on Plan. The Plan as amended hereby is ratified and approved in full and shall remain in full force and effect.

6. Effective Date. The effective date of this Amendment shall be February 7, 2003. Any Stock Incentives granted under the Plan as amended hereby before the date of such approval automatically shall be granted subject to such approval.

7. Miscellaneous. Capitalized terms not otherwise defined herein shall have the meanings given them in the Plan.

IN WITNESS WHEREOF, the Company has caused this Amendment No. 7 to the Manhattan Associates, Inc. Stock Incentive Plan to be executed on the Effective Date.

MANHATTAN ASSOCIATES, INC.

Attest:

/s/ David K. Dabbieri

David K. Dabbieri
Secretary

By: /s/ Richard M. Haddrill

Richard M. Haddrill
President and Chief Executive Officer

Morris, Manning & Martin, LLP
3343 Peachtree Road
Suite 1600
Atlanta, GA 30326
Phone: (404) 233-7000

June 6, 2003

Manhattan Associates, Inc.
2300 Windy Ridge Parkway
Suite 700
Atlanta, Georgia 30339

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Manhattan Associates, Inc., a Georgia corporation (the "Registrant"), in connection with the registration under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8, of a proposed offering of 1,786,067 shares of the Registrant's common stock, par value \$.01 per share (the "Shares"), issuable pursuant to the Manhattan Associates, Inc. Stock Incentive Plan (the "Plan").

We have examined and are familiar with the originals or copies, certified or otherwise, identified to our satisfaction of such documents, corporate records and other instruments relating to the incorporation of the Registrant and to the authorization and issuance of Shares under the Plan as would be necessary and advisable for purposes of rendering this opinion. Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued as contemplated by the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this Opinion as Exhibit 5.1 to the Registrant's registration statement on Form S-8.

Very truly yours,

MORRIS, MANNING & MARTIN, LLP

/s/ Morris, Manning & Martin, LLP

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Manhattan Associates, Inc. Stock Incentive Plan of our report dated February 11, 2003 with respect to the consolidated financial statements and schedule of Manhattan Associates, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2002 filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Atlanta, Georgia
June 5, 2003