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**Securities And Exchange Commission  
Washington, DC 20549**

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**FORM 8-K**

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

Date of Report (Date of earliest event reported): October 20, 2004

**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 700, 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))
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**Item 2.02 Results of Operations and Financial Condition.**

On October 20, 2004, Manhattan Associates, Inc. (the "Company") issued a press release providing the final results for its financial performance for the third quarter ended September 30, 2004. A copy of this press release is attached as Exhibit 99.1. Pursuant to General Instruction B.2 of Form 8-K, this exhibit is "furnished" and not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934.

The press release includes, as additional information regarding the Company's operating results, the Company's adjusted net income and adjusted net income per share, which exclude the amortization of acquisition-related intangibles, net of income tax effects. The measures are not in accordance with, or an alternative for, generally accepted accounting principles in the United States ("GAAP") and may be different from non-GAAP net income and non-GAAP per share measures used by other companies. The Company believes that this presentation of adjusted net income and adjusted net income per share provides useful information to investors regarding certain additional financial and business trends relating to the Company's financial condition and results of operations.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

99.1 Press Release, dated October 20, 2004.

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**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, thereunto duly authorized.

**Manhattan Associates, Inc.**

By: /s/ Edward K. Quibell

*Edward K. Quibell*

Senior Vice President and Chief Financial Officer

Dated: October 20, 2004

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**EXHIBIT INDEX**

**Exhibit  
Number**

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**Description**

99.1

Press Release, dated October 20, 2004.

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FOR IMMEDIATE RELEASE

Contact: Matt Roberts  
Investor Relations/Business Analysis Manager  
678.597.7317  
mroberts@manh.com

MANHATTAN ASSOCIATES REPORTS EARNINGS FOR THIRD QUARTER 2004  
Final Earnings Meet Midpoint of October 7, 2004 Pre-Announcement

ATLANTA - OCTOBER 20, 2004 - Manhattan Associates(R), Inc. (Nasdaq: MANH), the global leader in providing supply chain execution (SCE) and optimization solutions, today announced final results for the third quarter ended September 30, 2004.

KEY QUARTERLY FINANCIAL HIGHLIGHTS FOR MANHATTAN ASSOCIATES INCLUDE:

- Software and hosting fees for the quarter ended September 30, 2004, were \$10.3 million, an increase of 6% over the third quarter of 2003;
- Services revenue for the quarter ended September 30, 2004, was a record \$36.8 million, an increase of 10% over the third quarter of 2003;
- Core Revenue, consisting of license fees and services revenue, but excluding hardware revenue and reimbursed travel, was \$47.0 million, an increase of 9% over the third quarter of 2003;
- Total revenue for the quarter ended September 30, 2004, was \$51.9 million, an increase of 3% over the third quarter of 2003;
- Net income for the quarter ended September 30, 2004, was \$4.7 million, a decrease of 7% from the third quarter of 2003;
- Cash from operations for the quarter ended September 30, 2004, was \$9.2 million, and total cash and investments was \$173.0 million as of September 30, 2004;
- International revenue for the quarter ended September 30, 2004, was \$12.2 million, which represents 24% of total revenue in the third quarter; and
- Six more RFID deals were booked in the quarter bringing our total number of RFID customers to more than thirty.

GAAP net income was \$4.7 million, or \$0.15 per fully diluted share, for the third quarter of 2004 compared to \$5.0 million, or \$0.16 per fully diluted share, for the third quarter of 2003.

Adjusted net income for the third quarter of 2004, which excludes the amortization of acquisition-related intangible assets, net of taxes, was \$5.2 million, or \$0.17 per fully diluted share. Adjusted net income for the third quarter of 2003, which excludes the acquisition-related expenses and the amortization of acquisition-related intangible assets, net of taxes, was \$6.1 million, or \$0.20 per fully diluted share.

The company provides adjusted net income and adjusted net income per share in

this press release as additional information regarding the company's operating results. The measures are not in accordance with, or an alternative for, GAAP and may be different from non-GAAP net income and non-GAAP per share measures used by other companies. The company believes that this presentation of adjusted net income and adjusted net income per share provides useful information to investors regarding additional financial and business trends relating to the company's financial condition and results of operations. The effective tax rate used in calculating adjusted net income was 36.6% for the third quarter of 2004.

"While I am disappointed with our EPS result from the third quarter, we were quite successful in a number of areas during the quarter," said Pete Sinisgalli, president and chief executive officer. "Our services revenue was a new record and was ten percent greater than the prior year. In addition, our core revenue posted nine percent growth over the prior year's third quarter. Most important, customer satisfaction continued to improve and we made substantial progress in delivering our Integrated Logistics Solutions(TM)."

OTHER SIGNIFICANT ACHIEVEMENTS DURING THE QUARTER INCLUDE:

- Securing new customer wins at companies such as British Land Company PLC; Distribudora Flexi, S.A. de C.V.; Hewlett-Packard Oy; Follett Higher Education Group, Ltd.; Genco Distribution System, Inc.; Global Home Products; Japan Logistics Development Co., Ltd.; K.K. IT Frontier; Nippon Express USA, Inc.; Ready Pac Produce, Inc.; Sinopharm Logistics Co. Ltd.; The Cato Corporation; The Forzani Group Ltd.; and Urban Outfitters, Inc.;
- Expanding customer relationships with companies Alco Industries; Deschenes Group, Inc.; Dollar General Corporation; Excell Home Fashions, Inc; Jockey International, Inc.; Newell Rubbermaid, Inc.; Olympus America, Inc.; Pearl, Incorporated; Perry Ellis International; Raley's; Robinson Manufacturing; Scholastic Inc.; and Sodimac S.A.;
- Achieving incorporation of Manhattan Associates Software Company Limited in China, Manhattan Associates K.K. in Japan and Manhattan Associates Software Pte. Ltd. in Singapore;
- Launching EPC Manager as part of our RFID in a Box(TM) solution. This standalone solution captures and tracks unique EPC read data and is designed to operate independent of other applications so that it can be implemented in conjunction with existing third party, custom or legacy systems; and
- Continuing stock buy back program with \$3.7 million bought back during the third quarter.

Business Outlook for 2004

Manhattan Associates currently intends to publish, in each quarterly earnings release, certain expectations with respect to future financial performance. The following statements regarding future financial performance are based on current expectations, which include a modestly improving spending environment for information technology. These statements are forward looking. Actual results may differ materially, especially in the current uncertain economic environment. These statements do not reflect the potential impact of mergers, acquisitions or other business combinations that may be completed after the date of this release.

Manhattan Associates will make its earnings release and published expectations available on its Web site ([www.manh.com](http://www.manh.com)). Beginning December 15, 2004, Manhattan Associates will observe a "Quiet Period" during which Manhattan Associates and its representatives will not comment concerning previously published financial expectations. Prior to the start of the Quiet Period, the public can continue to rely on the expectations published in this Business Outlook section as still being Manhattan Associates' current expectation on matters covered, unless Manhattan Associates publishes a notice stating otherwise. The public should not

rely on previously published expectations during the Quiet Period, and Manhattan Associates disclaims any obligation to update any previously published financial expectations during the Quiet Period. The Quiet Period will extend until the date when Manhattan Associates' next quarterly earnings release is published, presently scheduled for the first week of February 2005.

For the quarter ending December 31, 2004, Manhattan Associates currently expects to achieve adjusted earnings, which excludes the amortization of acquisition-related intangibles in the range of to \$0.17 to \$0.21 per fully diluted share and GAAP earnings per share of \$0.15 to \$0.19 per fully diluted share. "We believe our target for adjusted earnings per share of \$0.17 to \$0.21 allows us to continue to invest in our long-term future and deliver solid profits in the near term," said Sinisgalli.

#### ABOUT MANHATTAN ASSOCIATES

Manhattan Associates, Inc., is the global leader in providing supply chain execution and optimization solutions. It enables operational excellence through its warehouse, transportation, distributed order management, reverse logistics and trading partner management applications, as well as its RFID, performance management and event management capabilities. These Integrated Logistics Solutions(TM) leverage state-of-the-art technologies, innovative practices and our domain expertise to enhance performance, profitability and competitive advantage. Manhattan Associates has licensed more than 900 customers representing more than 1,600 facilities worldwide, which include some of the world's leading manufacturers, distributors and retailers. For more information about Manhattan Associates, visit [www.manh.com](http://www.manh.com).

This press release may contain "forward-looking statements" relating to Manhattan Associates, Inc. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. Among the important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are delays in product development, undetected software errors, competitive pressures, technical difficulties, market acceptance, availability of technical personnel, changes in customer requirements, risks of international operations and general economic conditions. Additional factors are set forth in "Safe Harbor Compliance Statement for Forward-Looking Statements" included as Exhibit 99.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2003. Manhattan Associates undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in future operating results.

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MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
(in thousands, except per share amounts)

Three Months Ended September 30,		Nine Months Ended September 30,	
2004	2003	2004	2003

	----- (unaudited)		----- (unaudited)	
Revenue:				
Software and hosting fees .....	\$ 10,257	\$ 9,636	\$ 36,347	\$ 31,152
Services .....	36,759	33,546	106,693	97,171
Hardware and other .....	4,853	7,045	16,092	18,198
Recovery relating to bankrupt customer .....	--	--	--	848
Total revenue .....	51,869	50,227	159,132	147,369
Costs and Expenses:				
Cost of software and hosting fees .....	977	1,027	2,650	3,372
Cost of services .....	17,009	13,911	48,628	40,761
Cost of hardware and other .....	4,211	6,016	13,860	15,572
Research and development .....	7,281	6,822	22,084	20,583
Sales and marketing .....	8,062	7,276	24,924	23,456
General and administrative .....	6,642	6,041	19,453	17,644
Amortization of acquisition-related intangibles .....	894	866	2,655	2,454
Acquisition-related expenses .....	--	885	--	885
Restructuring charge .....	--	--	--	893
Total costs and expenses .....	45,076	42,844	134,254	123,620
Operating income .....	6,793	7,383	24,878	21,749
Other income, net .....	540	402	1,233	2,014
Income before income taxes .....	7,333	7,785	26,111	23,763
Income tax provision .....	2,683	2,795	9,164	8,444
Net income .....	\$ 4,650	\$ 4,990	\$ 16,947	\$ 15,319
Basic net income per share .....	\$ 0.16	\$ 0.17	\$ 0.56	\$ 0.52
Diluted net income per share .....	\$ 0.15	\$ 0.16	\$ 0.54	\$ 0.50
Weighted average number of shares:				
Basic .....	29,891	29,750	30,110	29,389
Diluted .....	30,787	31,208	31,214	30,746
Reconciliation of Adjusted Net Income:				
Net income .....	\$ 4,650	\$ 4,990	\$ 16,947	\$ 15,319
Amortization of acquisition-related intangibles .....	894	866	2,655	2,454
Recovery relating to bankrupt customer .....	--	--	--	(848)
Acquisition-related expenses .....	--	885	--	885
Restructuring charge .....	--	--	--	893
Income tax effect .....	(327)	(629)	(934)	(1,206)
Adjusted net income .....	\$ 5,217	\$ 6,112	\$ 18,668	\$ 17,497
Adjusted net income per diluted share .....	\$ 0.17	\$ 0.20	\$ 0.60	\$ 0.57

-more-

MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(in thousands)

	September 30, 2004	December 31, 2003
	----- (unaudited)	
ASSETS		
Current Assets:		
Cash and cash equivalents .....	\$130,558	\$140,964
Short-term investments .....	18,625	4,992
Accounts receivable, net .....	44,149	40,790
Prepaid expenses and other current assets .....	5,959	4,627
Deferred income taxes .....	3,655	2,086
Total current assets .....	202,946	193,459
Long-term investments .....	23,823	9,447
Property and equipment, net .....	12,351	12,152



Intangible and other assets .....	47,700	48,961
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Total assets .....	\$286,820	\$264,019
	=====	=====

LIABILITIES AND SHAREHOLDERS' EQUITY

Current Liabilities:		
Accounts payable and accrued liabilities .....	\$ 15,308	\$ 17,024
Current portion of capital lease obligations .....	150	132
Deferred revenue .....	22,102	17,937
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Total current liabilities .....	37,560	35,093
Long-term portion of capital lease obligations .....	183	288
Deferred income taxes .....	381	396
Total shareholders' equity .....	248,696	228,242
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Total liabilities and shareholders' equity .....	\$286,820	\$264,019
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