

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 5, 2001

REGISTRATION NO. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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)

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MANHATTAN ASSOCIATES, INC. 1998 STOCK INCENTIVE PLAN  
(Full title of the Plan)  
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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

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CALCULATION OF REGISTRATION FEE  
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Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, \$.01 par value per share	1,659,453 shares	\$21.395	\$35,503,996.94	\$8,876.00

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(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 August 30, 2001.

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) and September 14, 2000 (File No. 333-45802), relating in part to the registration of an aggregate of 9,000,000 shares of the Registrant's common stock authorized for issuance under the Manhattan Associates, Inc. 1998 Stock Incentive Plan, are incorporated by reference in their entirety in this Registration Statement. This Registration Statement provides for the registration of an additional 1,659,453 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 filed with the Commission are incorporated herein by reference:

- (a) the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000, filed with the Commission on April 2, 2001 (File No. 000-23999);
- (b) the Registrant's Quarterly Reports on Form 10-Q for the quarter ended March 31, 2001, filed with the Commission on May 15, 2001, and the quarter ended June 30, 2001, filed with the Commission on August 14, 2001 (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 Securities and Exchange Commission on August 4, 1998 (File No. 333-60635) and September 14, 2000 (File No. 333-45802).

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.

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:

Exhibit No. -----	Description -----
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 with the Commission 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 with the Commission 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. 1998 Stock Incentive Plan (Incorporated by reference to Exhibit 10.22 to the Registrant's Annual Report 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. 1998 Stock Incentive Plan (Incorporated by reference to Exhibit 10.23 to the Registrant's Annual Report for the period ended December 31, 1998 (File No. 000-23999) filed on March 31, 1999).
4.6	Third Amendment to the Manhattan Associates, Inc. 1998 Stock Incentive Plan (Incorporated by reference to Exhibit 10.24 to the Registrant's Annual Report 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. 1998 Stock Incentive Plan (Incorporated by reference to Exhibit 10.25 to the Registrant's Annual Report 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. 1998 Stock Incentive Plan.
5.1	Opinion of Morris, Manning & Martin, LLP as to the legality of the securities being registered.
23.1	Consent of Arthur Andersen 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 5th day of September, 2001.

MANHATTAN ASSOCIATES, INC.

By: /s/ Richard M. Haddrill

-----  
Richard M. Haddrill  
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. Haddrill and David K. Dabbieri 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.

/s/ Richard M. Haddrill ----- Richard M. Haddrill	Chief Executive Officer, President, and Director (Principal Executive Officer)	September 5, 2001
/s/ Thomas W. Williams, Jr. ----- Thomas W. Williams, Jr.	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	September 5, 2001
/s/ Alan J. Dabbieri ----- Alan J. Dabbieri	Chairman of the Board	September 5, 2001
/s/ Brian J. Cassidy ----- Brian J. Cassidy	Director	September 5, 2001
/s/ John R. Hardesty ----- John R. Hardesty	Director	September 5, 2001
/s/ John J. Huntz, Jr. ----- John J. Huntz, Jr.	Director	September 5, 2001
/s/ Thomas E. Noonan ----- Thomas E. Noonan	Director	September 5, 2001
/s/ Deepak Raghavan ----- Deepak Raghavan	Director	September 5, 2001

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AMENDMENT NO. 5  
TO  
MANHATTAN ASSOCIATES, INC.  
STOCK INCENTIVE PLAN

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

1. Increase in Authorized Shares. Section 3 of the Plan is hereby amended by deleting "9,000,000" in the first sentence thereof and substituting "10,659,453" in its place, so that the first sentence reads: "The initial number of Shares reserved for issuance under this Plan shall be 10,659,453, as adjusted pursuant to Section 11, less the number of Shares subject to options issued under the Manhattan Associates, LLC Option Plan (the "LLC Plan")."

2. Effective Date. The effective date of this Amendment shall be April 17, 2001, provided, the shareholders of the Company approve this Amendment within 12 months after such effective date. Any Stock Incentives granted under the Plan as amended hereby before the date of such approval automatically shall be granted subject to such approval.

IN WITNESS WHEREOF, the Company has caused this Amendment No. 5 to the Manhattan Associates, Inc. Stock Incentive Plan to be executed on the Effective Date.

MANHATTAN ASSOCIATES, INC.

By: /s/ Richard M. Haddrill

-----  
Richard M. Haddrill  
President and Chief Executive Officer

Attest:

/s/ David K. Dabbieri

-----  
David K. Dabbieri  
Secretary

[Letterhead of Morris, Manning & Martin, LLP]

September 5, 2001

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 1,659,453 shares of the Registrant's common stock, par value \$.01 per share (the "Shares") issuable pursuant to the Manhattan Associates, Inc. 1998 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 PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation of our reports dated January 25, 2001 included in the Manhattan Associates, Inc. Form 10-K for the year ended December 31, 2000 incorporated by reference in this Form S-8, into this registration statement and the Company's previously filed Registration Statement File No. 333-60635 and No. 333-45802 and to all references to our Firm included in this registration statement.

Arthur Andersen LLP

Atlanta, Georgia  
August 29, 2001