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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): May 14, 2026**

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**MANHATTAN ASSOCIATES, INC.**

(Exact name of Registrant as Specified in Its Charter)

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**Georgia**  
(State or Other Jurisdiction  
of Incorporation)

**0-23999**  
(Commission File Number)

**58-2373424**  
(IRS Employer  
Identification No.)

**2300 Windy Ridge Parkway**  
**Tenth Floor**  
**Atlanta, Georgia**  
(Address of Principal Executive Offices)

**30339**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (770) 955-7070**

(Former Name or Former Address, if Changed Since Last Report)

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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))

**Securities registered pursuant to Section 12(b) of the Act:**

| Title of each class | Trading<br>Symbol(s) | Name of each exchange on which registered |
|---------------------|----------------------|---|
| Common stock        | MANH                 | Nasdaq Global Select Market               |

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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Approval of the First Amendment to Manhattan Associates, Inc. 2020 Equity Incentive Plan**

On March 20, 2026, the Board of Directors of Manhattan Associates, Inc., a Georgia corporation (the “Company”), adopted the First Amendment (the “First Amendment”) to the Manhattan Associates, Inc. 2020 Equity Incentive Plan (the “Plan”), subject to shareholder approval. The shareholders of the Company approved the First Amendment at the Company’s 2026 Annual Meeting of Shareholders on May 14, 2026. Among other things, the First Amendment increases the number of shares of common stock issuable under the Plan by an additional 3,000,000 shares and extends the term of the Plan to March 20, 2036. The Company included a description of the material terms of the First Amendment and the Plan, as amended thereby, in its Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 2, 2026 (the “Proxy Statement”) and incorporates it by reference. The descriptions of the First Amendment and the Plan contained in this report and in the Proxy Statement are qualified in their entirety by reference to the full text of the Plan and the First Amendment, which are filed as Exhibits 10.1 and 10.2 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit

**Number**

**Description**

|      |  |
|------|--|
| 10.1 | <a href="#"><u>Manhattan Associates, Inc. 2020 Equity Incentive Plan (incorporated by reference to Annex A to the Company’s Definitive Proxy Statement related to its 2020 Annual Meeting of Shareholders filed with the Securities and Exchange Commission on March 30, 2020 (Commission File No. 000-23999))</u></a>                     |
| 10.2 | <a href="#"><u>First Amendment to Manhattan Associates, Inc. 2020 Equity Incentive Plan (incorporated by reference to Appendix A to the Company’s Definitive Proxy Statement related to its 2026 Annual Meeting of Shareholders filed with the Securities and Exchange Commission on April 2, 2026 (Commission File No. 00-23999))</u></a> |
| 104  | Cover Page Interactive Data File (embedded within the Inline XBRL document)  |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Manhattan Associates, Inc.

Date: May 20, 2026

By: /s/ Bruce S. Richards  
Senior Vice President, Chief Legal Officer and Secretary

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