

MANHATTAN ASSOCIATES INC  
Form 8-K  
May 24, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM 8-K**

**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 24, 2012**

**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.)

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**2300 Windy Ridge Parkway, Suite 1000, 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))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On Thursday, May 24, 2012, Manhattan Associates, Inc. (the Company) held its Annual Meeting of Shareholders (the Annual Meeting) in Atlanta, Georgia. As of the record date, March 30, 2012, there were 20,309,967 shares of common stock entitled to vote at the Annual Meeting. There were present at the Annual Meeting, in person or by proxy, holders of 18,687,935 shares representing 92% of the common stock entitled to vote at the Annual Meeting.

The matters considered and voted on by the Company's shareholders at the Annual Meeting, the votes cast for, withheld or against, and the number of abstentions and broker non-votes with respect to each matter voted upon, as applicable, are set forth below:

Proposals	Term Expires	Number of Votes		
		For	Withheld	Broker Non-Votes
1. Election of Class II Directors.				
Deepak Raghavan	2015	16,741,586	1,006,441	939,908
Peter F. Sinisgalli	2015	17,326,836	421,191	939,908

Both of the nominees for Class I Director were elected.

Continuing Class III Directors serving until the 2013 Annual Meeting of Shareholders are John J. Huntz, Jr., Dan J. Lautenbach and Thomas E. Noonan.

The continuing Class I Director serving until the 2014 Annual Meeting of Shareholders is Brian J. Cassidy.

Proposals	Number of Votes			Broker Non-Votes
	For	Against	Abstained	
2. Non-binding resolution to approve the compensation of the Company's named executive officers.	17,592,295	136,581	19,151	939,908
3. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012.	18,149,107	526,823	12,005	N/A

Both of the proposals set forth above passed.

**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, hereunto duly authorized.

**MANHATTAN ASSOCIATES, INC.**

By: /s/ Dennis B. Story

*Dennis B. Story*

Executive Vice President, Chief Financial Officer and Treasurer

Dated: May 24, 2012