

MANHATTAN ASSOCIATES INC  
Form 8-K  
May 21, 2014

**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 15, 2014**

**MANHATTAN ASSOCIATES, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

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

**0-23999**  
**(Commission**

**58-2373424**  
**(I.R.S. Employer**

**Incorporation or organization)**

**File Number)**

**Identification No.)**

**2300 Windy Ridge Parkway, Tenth Floor, 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 15, 2014, the shareholders of Manhattan Associates, Inc. (the Company) approved an amendment to the Company's articles of incorporation to increase the authorized number of shares of common stock from 100,000,000 to 200,000,000. The amendment was effective on May 15, 2014. The articles of amendment to the Company's articles of incorporation are filed herewith as Exhibit 3.1.

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

On Thursday, May 15, 2014, the Company held its Annual Meeting of Shareholders (the Annual Meeting) in Atlanta, Georgia. As of the record date, March 28, 2014, there were 75,831,212 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 71,763,247 shares, representing approximately 95% 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 I Directors |              |                 |           |                  |
| Brian J. Cassidy                 | 2017         | 65,875,736      | 2,163,653 | 3,723,858        |
| Eddie Capel                      | 2017         | 66,197,741      | 1,841,648 | 3,723,858        |

All of the nominees for Class I Director were elected.

Continuing Class II Directors serving until the 2015 Annual Meeting of Shareholders are Deepak Raghavan and Peter F. Sinisgalli.

Continuing Class III Directors serving until the 2016 Annual Meeting of Shareholders are John J. Huntz, Jr., Dan J. Lautenbach, and Thomas E. Noonan.

| 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.   | 66,901,072      | 1,110,556 | 27,761    | 3,723,858        |
| 3. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014. | 69,469,028      | 2,282,615 | 11,604    | 0                |
| 4. Amendment to the Articles of Incorporation to increase the number of authorized shares of common stock from 100,000,000 to 200,000,000.                           | 68,111,505      | 3,627,065 | 24,677    | 0                |

All three of the proposals set forth above passed.

**Item 9.01 Financial Statement and Exhibits.**

(d) Exhibits.

3.1 Articles of Amendment to the Articles of Incorporation dated May 15, 2014.

**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 21, 2014

**EXHIBIT INDEX**

| Exhibit No. | Description  |
|-------------|--|
| 3.1         | Articles of Amendment to the Articles of Incorporation dated May 15, 2014. |