

MANHATTAN ASSOCIATES INC

Form S-8 POS

June 08, 2007

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As filed with the Securities and Exchange Commission on June 8, 2007.

File No. 333-139598

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**Post-Effective Amendment No. 1 to
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

MANHATTAN ASSOCIATES, INC.
(Exact Name of Registrant as Specified in its Charter)

Georgia **58-2373424**
(State or Other Jurisdiction of *(I.R.S. Employer*
Incorporation or Organization) *Identification No.)*
2300 Windy Ridge Parkway, Suite 700
Atlanta, GA 30339
(Address, Including Zip Code, of Registrant's Principal Executive Offices)

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

David K. Dabbieri, 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)

Copies to:
David M. Eaton
Kilpatrick Stockton LLP
1100 Peachtree Street, N.E., Suite 2800
Atlanta, Georgia 30309
(404) 815-6500

Calculation of Registration Fee

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 Par Value	N/A	N/A	N/A	N/A

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EXPLANATORY STATEMENT: DEREGISTRATION OF SECURITIES

Manhattan Associates, Inc. (the Company) files this post-effective amendment no. 1 to its Registration Statement on Form S-8, Commission File Number 333-139598, filed with the Securities & Exchange Commission on December 22, 2006 (the Registration Statement), to withdraw from registration 445,501 shares of the common stock, \$0.01 par value, of the Company (the Common Stock) covered by the Registration Statement which remain unsold under the Company s prior Stock Incentive Plan (the Plan).

Pursuant to Rule 457(p) under the Securities Act of 1933, as amended (the Securities Act), the unused registration fee associated with the shares of Common Stock deregistered pursuant to this post-effective amendment no. 1 is being applied to offset the registration fee payable in connection with the Company s new registration statement on Form S-8 covering its new 2007 Stock Incentive Plan.

ITEM 8. EXHIBITS

The following exhibits are filed with this Registration Statement:

Exhibit Number	Description
24	Power of Attorney is included on signature page of original filing of this Form S-8.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing Form S-8 and has duly caused post-effective amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on this 6th day of June, 2007.

MANHATTAN ASSOCIATES, INC.

By: /s/ Peter F. Sinisgalli
 Peter F. Sinisgalli
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Peter F. Sinisgalli Peter F. Sinisgalli	Director, President and Chief Executive Officer (Principal Executive Officer)	June 6, 2007
/s/ Dennis B. Story Dennis B. Story	Senior Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)	June 6, 2007
* John J. Huntz, Jr.	Chairman of the Board of Directors	June 6, 2007
* Brian J. Cassidy	Director	June 6, 2007
* Paul R. Goodwin	Director	June 6, 2007
* Thomas E. Noonan	Director	June 6, 2007
* Deepak Raghavan	Director	June 6, 2007

*By: /s/ Peter F. Sinisgalli

Peter F. Sinisgalli

Pursuant to
Power-of-Attorney

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EXHIBIT INDEX

Exhibit Number	Description
24	Power of Attorney is included on signature page of original filing of this Form S-8.