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MANUGISTICS GROUP INC  
Form SC 13D/A  
September 09, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A  
(Amendment No. 1)

Under the Securities Exchange Act of 1934\*

MANUGISTICS GROUP, INC.

-----  
(Name of Issuer)

Common Stock, \$0.002 Par Value

-----  
(Title of Class of Securities)

565011103

-----  
(CUSIP Number)

Scott A. Arenare, Esq.  
Managing Director and General Counsel  
Warburg Pincus LLC  
466 Lexington Avenue  
New York, New York 10017  
(212) 878-0600

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

Copies to:

Steven J. Gartner, Esq.  
Willkie Farr & Gallagher  
787 Seventh Avenue  
New York, NY 10019-6099  
(212) 728-8000

September 6, 2002

-----  
(Date of Event which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

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disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

-----  
 CUSIP No. 565011103  
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION	Warburg Pincus Private Equity VIII, L.P.	I.R.S. #13-4161869
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [ ] (b) [X]	
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions)	WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	
	7	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	4,921,400
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	4,921,400
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		

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4,921,400

12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	7.05%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	PN	

SCHEDULE 13D

-----  
 CUSIP No. 565011103  
 -----

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)	
	Warburg, Pincus & Co.	I.R.S. #13-6358475
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
		(a) [ ] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	New York	
	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	8	SHARED VOTING POWER
		4,921,400
	9	SOLE DISPOSITIVE POWER

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PERSON WITH

0

10 SHARED DISPOSITIVE POWER

4,921,400

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,921,400

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.05%

14 TYPE OF REPORTING PERSON (See Instructions)

PN

SCHEDULE 13D

CUSIP No. 565011103

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Warburg Pincus LLC I.R.S. #13-3536050

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

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	0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
	4,921,400	
	9	SOLE DISPOSITIVE POWER
	0	
	10	SHARED DISPOSITIVE POWER
	4,921,400	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,921,400	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <span style="float: right;">[ ]</span>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	7.05%	
14	TYPE OF REPORTING PERSON (See Instructions)	
	OO	

This Amendment No. 1 to Schedule 13D ("Amendment No. 1") is being filed on behalf of Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII"), Warburg Pincus LLC, a New York limited liability company ("WP LLC"), and Warburg, Pincus & Co., a New York general partnership ("WP," and together with WP VIII and WP LLC, the "Reporting Persons") and amends and supplements the Schedule 13D as originally filed with the Securities and Exchange Commission on August 30, 2002 (the "Original Schedule 13D"). The holdings of the Reporting Persons indicated in this Amendment include the holdings of Warburg Pincus Netherlands Private Equity VIII C.V. I ("WPNPE VIII I"), Warburg Pincus Netherlands Private Equity VIII C.V. II ("WPNPE VIII II") and Warburg Pincus Germany Private Equity VIII KG ("WPGPE VIII", and together with WP VIII, WPNPE VIII I and WPNPE VIII II, the "Investors"). WP, WP LLC and the Investors are referred to in this Schedule 13D as the "Group Members".

Unless otherwise indicated in this Amendment, each capitalized term used but not defined in this Amendment shall have the meaning assigned to such term in the Original Schedule 13D.

This Amendment is being promptly filed following the acquisitions by WP VIII of an aggregate of an additional 767,600 shares of Common Stock through open market purchases (which purchases represent more than 1.0% of the outstanding shares of Common Stock)

The Group Members are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the

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Securities Exchange Act of 1934, as amended (the "Exchange Act"). The agreement among the

Group Members to file jointly is attached as Exhibit 1 to the Original Schedule 13D. Each Group Member disclaims beneficial ownership of all shares of Common Stock, other than those reported herein as being owned by it.

### Item 3. Source and Amount of Funds or Other Consideration

The information in Item 3 of the Original Schedule 13D is hereby amended and restated in its entirety:

The total amount of funds used by each Investor to purchase the shares of Common Stock as described herein was furnished from the working capital of such Investor. The total amount of funds used by the Investors to purchase shares of Common Stock was \$17,349,337, net of brokerage commissions.

### Item 5. Interest in Securities of the Issuer

The information in Items 5(a), (b) and (c) is hereby amended and restated in their entirety as follows:

(a) Due to their respective relationships with the Investors and each other, each of the Reporting Persons may be deemed to beneficially own an aggregate of 4,921,400 shares of Common Stock as of September 6, 2002, by virtue of the Investors' ownership of such shares as of such date. The 4,921,400 shares of Common Stock which the Reporting Persons may be deemed to beneficially own represent approximately 7.05% of the 69,800,000 shares of Common Stock outstanding as of July 8, 2002 (based on the Company's Quarterly Report on Form 10-Q for the quarter ended May 31, 2002).

(b) Each of the Investors shares the power to vote or to direct the vote and to dispose or to direct the disposition of the 4,921,400 shares of Common Stock it may be deemed to beneficially own as of September 6, 2002. Each of the Reporting Persons shares with the Investors the power to vote or to direct the vote and to dispose or to direct

the disposition of the 4,921,400 shares of Common Stock it may be deemed to beneficially own as of September 6, 2002.

(c) Since the filing of the Original Schedule 13D, the Investors acquired shares of Common Stock in the open market transactions set forth on Schedule II attached hereto. Except as described on Schedule II, no transactions in Common Stock were effected since the filing of the Original Schedule 13D by the Reporting Persons or any of the persons set forth on Schedules I or in Item 2(d) hereto.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 9, 2002

WARBURG PINCUS PRIVATE EQUITY  
VIII, L.P.

By: Warburg, Pincus & Co.,  
General Partner

By: /s/ Scott A. Arenare

-----  
Name: Scott A. Arenare  
Title: Partner

Dated: September 9, 2002

WARBURG, PINCUS & CO.

By: /s/ Scott A. Arenare

-----  
Name: Scott A. Arenare  
Title: Partner

Dated: September 9, 2002

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

-----  
Name: Scott A. Arenare  
Title: Managing Director

Dated: September 9, 2002

WARBURG PINCUS NETHERLANDS  
PRIVATE EQUITY VIII C.V. I

By: Warburg, Pincus & Co.,  
General Partner

By: /s/ Scott A. Arenare

-----  
Name: Scott A. Arenare  
Title: Partner

Dated: September 9, 2002

WARBURG PINCUS NETHERLANDS  
PRIVATE EQUITY VIII C.V. II

By: Warburg, Pincus & Co.,  
General Partner

By: /s/ Scott A. Arenare

-----  
Name: Scott A. Arenare  
Title: Partner

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Dated: September 9, 2002

WARBURG PINCUS GERMANY  
PRIVATE EQUITY VIII KG

By: Warburg, Pincus & Co.,  
General Partner

By: /s/ Scott A. Arenare

-----  
Name: Scott A. Arenare  
Title: Partner

SCHEDULE II

Date	# of Shares	Per Share Price	Total Cost (net of brokerage commissions)
8/30/2002	88,500	3.9536	349,894
9/03/2002	300,000	3.6701	1,101,030
9/04/2002	200,000	3.6890	737,800
9/05/2002	100,000	3.8764	387,640
9/06/2002	79,100	3.9707	314,082