

MANHATTAN ASSOCIATES INC  
Form 8-K  
May 19, 2015

United States

Securities And Exchange Commission

Washington, DC 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, 2015

Manhattan Associates, Inc.

(Exact Name of Registrant as Specified in Its Charter)

|   |                             |   |
|---|-----------------------------|---|
| Georgia   | 0-23999                     | 58-2373424                                    |
| (State or Other Jurisdiction of<br>Incorporation or organization) | (Commission<br>File Number) | (I.R.S.<br>Employer<br>Identification<br>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 5.07 Submission of Matters to a Vote of Security Holders.

On Thursday, May 14, 2015, the Company held its Annual Meeting of Shareholders (the “Annual Meeting”) in Atlanta, Georgia. As of the record date, March 27, 2015, there were 73,799,618 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 70,383,148 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 For | Number of Votes |           | Broker Non-Votes  |
|---|------------------|-----------------|-----------|-------------------|
|   |                  | Withheld        | Abstained |                   |
| 1. Election of Class II Director<br>Deepak Raghavan | 2018             | 66,041,293      | 458,100   | 397,905 3,485,850 |

The nominee for Class II Director was elected.

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

Continuing Class I Directors serving until the 2017 Annual Meeting of Shareholders are Brian J. Cassidy and Eddie Capel.

|  | Number of Votes |           |           | Broker Non-Votes |
|--|-----------------|-----------|-----------|------------------|
|  | For             | Against   | Abstained |                  |
| 2. Non-binding resolution to approve the compensation of the Company’s named executive officers.   | 65,506,185      | 1,348,456 | 42,657    | 3,485,850        |
| 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, 2015. | 69,179,438      | 1,165,022 | 38,688    | 0                |

The two proposals set forth above passed.

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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 19, 2015