MANHATTAN ASSOCIATES INC
Form 10-Q
May 09, 2008

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**UNITED STATES**
**SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**
**FORM 10-Q**

**[Mark One]**

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2008**

**OR**

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from _____ to_____**

**Commission File Number: 0-23999**

**MANHATTAN ASSOCIATES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

| **Georgia** | **58-2373424** |
|---|---|
| (State or Other Jurisdiction of Incorporation or Organization) | (I.R.S. Employer Identification No.) |
| **2300 Windy Ridge Parkway, Suite 1000 Atlanta, Georgia** | **30339** |
| (Address of Principal Executive Offices) | (Zip Code) |

**Registrant s Telephone Number, Including Area Code: (770) 955-7070**

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer þ Accelerated filer o

Non-accelerated filer o (Do not check if a smaller reporting company) Smaller reporting company o

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

The number of shares of the Registrant s class of capital stock outstanding as of May 5, 2008, the latest practicable date, is as follows: 24,641,109 shares of common stock, $0.01 par value per share.

**MANHATTAN ASSOCIATES, INC.**
**FORM 10-Q**
**Quarter Ended March 31, 2008**
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**FINANCIAL INFORMATION**


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**PART I**
**FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

**MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES**
**CONSOLIDATED BALANCE SHEETS**
**(in thousands, except share and per share data)**

| | March 31, 2008 (unaudited) | December 31, 2007 |
|---|---|---|
| ASSETS | | |
| Current Assets: | | |
| Cash and cash equivalents | **$ 43,628** | $ 44,675 |
| Short term investments | **4,431** | 17,904 |
| Accounts receivable, net of allowance of $5,624 and $6,618 in 2008 and 2007, respectively | **79,848** | 72,534 |
| Deferred income taxes | **6,622** | 6,602 |
| Prepaid expenses and other current assets | **10,328** | 8,646 |
| Total current assets | **144,857** | 150,361 |
| Property and equipment, net | **24,776** | 24,421 |
| Long-term investments | **16,315** | 10,193 |
| Acquisition-related intangible assets, net | **8,810** | 9,691 |
| Goodwill, net | **62,300** | 62,285 |
| Deferred income taxes | **9,845** | 9,846 |
| Other assets | **4,585** | 4,863 |
| Total assets | **$ 271,488** | $ 271,660 |
| LIABILITIES AND SHAREHOLDERS EQUITY | | |
| Current liabilities: | | |
| Accounts payable | **$ 7,931** | $ 9,112 |
| Accrued compensation and benefits | **14,848** | 19,357 |
| Accrued and other liabilities | **11,611** | 10,040 |
| Deferred revenue | **36,032** | 31,817 |
| Income taxes payable | **11,511** | 8,156 |
| Total current liabilities | **81,933** | 78,482 |
| Other non-current liabilities | **7,144** | 7,473 |
| Shareholders equity: | | |
| Preferred stock, no par value; 20,000,000 shares authorized, no shares issued or outstanding in 2008 or 2007 | **244** | 249 |

| | | |
|---|---|---|
| Common stock, $.01 par value; 100,000,000 shares authorized; 24,576,923 and 24,899,919 shares issued and outstanding at March 31, 2008 and December 31, 2007, respectively | | |
| Additional paid-in capital | **8,028** | 17,744 |
| Retained earnings | **172,621** | 165,189 |
| Accumulated other comprehensive income. | **1,518** | 2,523 |
| Total shareholders equity | **182,411** | 185,705 |
| Total liabilities and shareholders equity. | **$ 271,488** | $ 271,660 |

See accompanying Notes to Condensed Consolidated Financial Statements.

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**Item 1. Financial Statements** (continued)

**MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF INCOME**
**(in thousands, except per share amounts)**

| | Three Months Ended March 31, | |
|---|---|---|
| | **2008** | **2007** |
| | **(unaudited)** | |
| Revenue: | | |
| License | **$ 18,312** | $ 13,753 |
| Services | **59,837** | 54,800 |
| Hardware and other | **10,175** | 9,637 |
| Total Revenue | **88,324** | 78,190 |
| Costs and Expenses: | | |
| Cost of license | **1,144** | 1,143 |
| Cost of services | **31,280** | 25,999 |
| Cost of hardware and other | **8,266** | 8,361 |
| Research and development | **12,654** | 11,151 |
| Sales and marketing | **13,572** | 12,607 |
| General and administrative | **9,071** | 8,146 |
| Depreciation and amortization | **3,248** | 3,501 |
| Total costs and expenses | **79,235** | 70,908 |
| Operating income | **9,089** | 7,282 |
| Other income, net | **2,301** | 1,092 |
| Income before income taxes | **11,390** | 8,374 |
| Income tax provision | **3,958** | 2,973 |
| Net income | **$ 7,432** | $ 5,401 |
| Basic earnings per share | **$ 0.30** | $ 0.20 |
| Diluted earnings per share | **$ 0.30** | $ 0.19 |
| Weighted average number of shares: | | |
| Basic | **24,433** | 27,361 |
| Diluted | **24,889** | 28,528 |

See accompanying Notes to Condensed Consolidated Financial Statements.

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**Item 1. Financial Statements** (continued)

**MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(in thousands)**

| | Three Months Ended March 31, | |
|---|---|---|
| | **2008** | **2007** |
| | **unaudited** | |
| **Operating activities:** | | |
| Net income | **$ 7,432** | $ 5,401 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | **3,248** | 3,501 |
| Stock compensation | **2,110** | 1,570 |
| Loss on disposal of equipment | **4** | |
| Tax (deficiency)/benefit of stock awards exercised/vested | **(31)** | 548 |
| Excess tax benefits from stock based compensation | **(7)** | (271) |
| Unrealized foreign currency loss | **(1,402)** | (87) |
| Changes in operating assets and liabilities: | | |
| Accounts receivable, net | **(6,665)** | (1,631) |
| Other assets | **(1,306)** | 1,415 |
| Accounts payable, accrued and other liabilities | **(4,478)** | (13,129) |
| Income taxes | **3,364** | 1,781 |
| Deferred revenue | **3,844** | 3,811 |
| Net cash provided by operating activities | **6,113** | 2,909 |
| **Investing activities:** | | |
| Purchase of property and equipment | **(2,716)** | (2,956) |
| Net maturities of investments | **7,319** | 18,018 |
| Net cash provided by investing activities | **4,603** | 15,062 |
| **Financing activities:** | | |
| Purchase of common stock | **(12,351)** | (25,000) |
| Excess tax benefits from stock based compensation | **7** | 271 |
| Proceeds from issuance of common stock from options exercised | **550** | 2,367 |
| Net cash used in financing activities | **(11,794)** | (22,362) |
| Foreign currency impact on cash | **31** | 166 |
| Net change in cash and cash equivalents | **(1,047)** | (4,225) |
| Cash and cash equivalents at beginning of period | **44,675** | 18,449 |
| Cash and cash equivalents at end of period | **$ 43,628** | $ 14,224 |

See accompanying Notes to Condensed Consolidated Financial Statements.

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**MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES**
**Notes to Condensed Consolidated Financial Statements**
**March 31, 2008**
**(unaudited)**

**1. Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements of Manhattan Associates, Inc. and its subsidiaries (the Company ) have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required for complete financial statements. In the opinion of management, these condensed consolidated financial statements contain all normal recurring adjustments considered necessary for a fair presentation of our financial position at March 31, 2008, the results of operations for the three months ended March 31, 2008 and 2007 and cash flows for the three months ended March 31, 2008 and 2007. The results for the three months ended March 31, 2008 are not necessarily indicative of the results to be expected for the full year. These statements should be read in conjunction with our audited consolidated financial statements and management s discussion and analysis included in our annual report on Form 10-K for the year ended December 31, 2007.

**2. Principles of Consolidation**

The accompanying condensed consolidated financial statements include the Company s accounts and the accounts of its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

**3. Revenue Recognition**

The Company s revenue consists of revenues from the licensing and hosting of software, fees from implementation and training services (collectively, professional services ), plus customer support and software enhancements, and sales of hardware and other revenues (other revenues consists of reimbursements of out-of-pocket expenses incurred in connection with its professional services). All revenue is recognized net of any related sales taxes.

The Company recognizes license revenue under Statement of Position No. 97-2, Software Revenue Recognition ( SOP 97-2 ), as amended by Statement of Position No. 98-9, Software Revenue Recognition, With Respect to Certain Transactions ( SOP 98-9 ), promulgated by the American Institute of Certified Public Accountants, specifically when the following criteria are met: (1) a signed contract is obtained; (2) delivery of the product has occurred; (3) the license fee is fixed or determinable; and (4) collection is probable. SOP 98-9 requires recognition of revenue using the residual method when (a) there is vendor-specific objective evidence of the fair values of all undelivered elements in a multiple-element arrangement that is not accounted for using long-term contract accounting; (b) vendor-specific objective evidence of fair value does not exist for one or more of the delivered elements in the arrangement; and (c) all revenue-recognition criteria in SOP 97-2, other than the requirement for vendor-specific objective evidence of the fair value of each delivered element of the arrangement, are satisfied. For those contracts that contain significant customization or modifications, license revenue is recognized using contract accounting.

The accounting related to license revenue recognition in the software industry is complex and affected by interpretations of the rules which are subject to change. Judgment is required in assessing the probability of collection, which is generally based on evaluation of customer-specific information, historical collection experience and economic market conditions. If market conditions decline, or if the financial condition of our customers deteriorates, the Company may be unable to determine that

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**MANHATTAN ASSOCIATED, INC. AND SUBSIDIARIES**
Notes to Condensed Consolidated Financial Statements (continued)
March 31, 2008
(unaudited)

collectibility is probable, and the Company could be required to defer the recognition of revenue until the Company receives customer payments.

The Company s services revenue consists of fees generated from professional services and customer support and software enhancements related to the Company s software products. Fees from professional services performed by the Company are generally billed on an hourly basis, and revenue is recognized as the services are performed. Professional services are sometimes rendered under agreements in which billings are limited to contractual maximums or based upon a fixed-fee for portions of or all of the engagement. Revenue related to fixed-fee based contracts is recognized on a proportional performance basis based on the hours incurred on discrete projects within an overall services arrangement. Project losses are provided for in their entirety in the period in which they become known. Revenue related to customer support services and software enhancement is generally paid in advance and recognized ratably over the term of the agreement, typically 12 months.

Hardware and other revenue is generated from the resale of a variety of hardware products, developed and manufactured by third parties, that are integrated with and complementary to the Company s software solutions. As part of a complete solution, the Company s customers periodically purchase hardware from the Company in conjunction with the licensing of software. These products include computer hardware, radio frequency terminal networks, radio frequency identification ( RFID ) chip readers, bar code printers and scanners and other peripherals. Hardware revenue is recognized upon shipment to the customer when title passes. The Company generally purchases hardware from the Company s vendors only after receiving an order from a customer. As a result, the Company does not maintain significant hardware inventory.

In accordance with the Financial Accounting Standard Board s ( FASB s ) Emerging Issues Task Force ( EITF ) Issue No. 01-14 ( EITF No. 01-14 ), Income Statement Characterization of Reimbursements Received for Out-of-Pocket Expenses Incurred, the Company recognizes amounts associated with reimbursements from customers for out-of-pocket expenses as revenue. Such amounts have been classified to hardware and other revenue. The total amount of expense reimbursement recorded to revenue was $3.0 million for each of the quarters ended March 31, 2008 and 2007.

**4. Investments**

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements ( SFAS No. 157 ), which establishes a framework for reporting fair value and expands disclosures required for fair value measurements. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, SFAS No. 157 does not require any new fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. However, in February 2008, the FASB issued FASB Staff Position No. 157-2, Effective Date of FASB Statement No. 157 , which delayed for one year the applicability of SFAS No. 157 s fair-value measurements to nonfinancial assets and liabilities recognized or disclosed at fair value on a non-recurring basis. On January 1, 2008, the Company partially adopted SFAS No. 157 related to all financial assets and liabilities and non-financial assets and liabilities recognized or disclosed at fair value on a recurring basis. The Company is currently assessing the potential impact this statement will have on the Consolidated Financial Statements once it is adopted for nonfinancial assets and liabilities recognized or disclosed at fair value on a non-recurring basis.

SFAS No. 157 establishes a fair value hierarchy disclosure framework that prioritizes and ranks the level of market price observability used in measuring assets and liabilities at fair value. Market price

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**MANHATTAN ASSOCIATED, INC. AND SUBSIDIARIES**
Notes to Condensed Consolidated Financial Statements (continued)
March 31, 2008
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observability is impacted by a number of factors, including the type of asset or liability and their characteristics. This hierarchy prioritizes the inputs into three broad levels as follows:

Level 1 Quoted prices in active markets for identical instruments.

Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

Level 3 Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The Company s investments in marketable securities consist principally of debt instruments of state and local government agencies and U.S. corporate commercial paper. These investments are categorized as available-for-sale securities and recorded at fair market value, as defined by SFAS No. 157. Investments with maturities of 90 days or less from the date of purchase are classified as cash equivalents; investments with maturities of greater than 90 days from the date of purchase but less than one year are generally classified as short-term investments; and investments with maturities of greater than one year from the date of purchase are generally classified as long-term investments. The Company s long-term investments consist of corporate or U.S. government debt instruments with maturities between one year and five years. The Company also holds investments in Auction Rate Securities, which have original maturities greater than one year, but which have auctions to reset the yield every 7 to 35 days. Certain auctions failed during the first quarter of 2008, but the underlying securities were not called by the issuers. The Company classified $15.8 million of auction rate securities that failed as long-term investments as of March 31, 2008. The fair values of these auction rate securities considered the credit worthiness of the counterparty, estimates of interest rates, expected holding periods, and the timing and value of expected future cash flows. The Company uses quoted prices from active markets which are classified at level 1 as a highest level observable input in the disclosure hierarchy framework as defined by SFAS No. 157 for all other available-for-sale securities. Unrealized holding gains and losses are reflected as a net amount in a separate component of shareholders equity until realized. For the purposes of computing realized gains and losses, cost is determined on a specific identification basis.

The following table provides the assets and liabilities carried at fair value measured on a recurring basis at March 31, 2008 (in thousands):

| | Fair Value Measurements at March 31, 2008 | | | |
|---|---|---|---|---|
| | Quoted Prices (Level 1) | Using Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
| Available-for-sale securities | $ 33,285 | $ | $ 15,842 | $ 49,127 |
| Total investments | $ 33,285 | $ | $ 15,842 | $ 49,127 |

SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of SFAS 115 ( SFAS No. 159 ), permits but does not require the Company to measure financial instruments and certain other items at fair value. The Company did not elect to measure at fair value any of its financial instruments under the

provisions of SFAS No. 159, thus the Company s

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**MANTHATTAN ASSOCIATED, INC. AND SUBSIDIARIES**
Notes to Condensed Consolidated Financial Statements (continued)
March 31, 2008
(unaudited)

adoption of this statement effective January 1, 2008 did not have an impact on the Company s consolidated financial statements.

**5. Stock-Based Compensation**

During the three months ended March 31, 2008 and 2007, the Company granted options to purchase 588,736 shares and 579,363 shares of common stock, respectively. The Company recorded stock option expense of $1.3 million and $1.1 million during the three months ended March 31, 2008 and 2007, respectively.

The Company also granted 187,707 and 189,934 shares of restricted stock during the three months ended March 31, 2008 and 2007, respectively. The Company recorded restricted stock expense of $0.8 million and $0.4 million during the three months ended March 31, 2008 and 2007, respectively.

**6. Income Taxes**

The Company adopted the provisions of FASB Interpretation No 48, Accounting for Uncertainty in Income Taxes ( FIN 48 ), on January 1, 2007. There were no material changes to unrecognized tax benefits, or to interest and penalties for the three month period ended March 31, 2008 due to the adoption of FIN 48. Further, the Company does not anticipate any such material changes during the next twelve months.

The Company recognizes potential accrued interest and penalties to unrecognized tax benefits within its global operations as income tax expense.

The Company conducts business globally and, as a result, files income tax returns in the United States Federal jurisdiction and in many state and foreign jurisdictions. The Company is no longer subject to U.S. Federal, state and local, or non-U.S. income tax examinations for the years before 1999.

**7. Comprehensive Income**

Comprehensive income includes net income, foreign currency translation adjustments and unrealized gains and losses on investments that are excluded from net income and reflected in shareholders equity.

The following table sets forth the calculation of comprehensive income (in thousands):

| | **For Three Months Ended March 31,** | |
|---|---|---|
| | **2008** | **2007** |
| Net income | **$ 7,432** | $ 5,401 |
| Other comprehensive income (loss), net of tax: | | |
| Foreign currency translation adjustment | **(974)** | 5 |
| Unrealized gain (loss) on investment | **(31)** | 209 |
| Other comprehensive income (loss) | **(1,005)** | 214 |
| Comprehensive income | **$ 6,427** | $ 5,615 |

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**MANHATTAN ASSOCIATED, INC. AND SUBSIDIARIES**
Notes to Condensed Consolidated Financial Statements (continued)
March 31, 2008
(unaudited)

**8. Net Income Per Share**

Basic net income per share is computed using net income divided by the weighted average number of shares of common stock outstanding ( Weighted Shares ) for the period presented. Diluted net income per share is computed using net income divided by Weighted Shares plus common equivalent shares ( CESs ) outstanding for each period presented using the treasury stock method.

The following is a reconciliation of the income and share amounts used in the computation of basic and diluted net income per common share:

| | For the Three Months Ended March 31, | |
|---|---|---|
| | **2008** | **2007** |
| | **(in thousands, except per share data)** | |
| Net income | **$ 7,432** | $ 5,401 |
| **Earning per share:** | | |
| Basic | **$ 0.30** | $ 0.20 |
| Effect of CESs | | (0.01) |
| Diluted | **$ 0.30** | $ 0.19 |
| **Weighted average number of shares:** | | |
| Basic | **24,433** | 27,361 |
| Effect of CESs | **456** | 1,167 |
| Diluted | **24,889** | 28,528 |

Weighted average shares issuable upon the exercise of stock options that were not included in the calculation of diluted earnings per share were 4,004,499 shares and 1,562,131 shares for the three months ended March 31, 2008 and 2007, respectively. Such shares were not included because they were antidilutive.

**9. Contingencies**

From time to time, the Company may be involved in litigation relating to claims arising out of its ordinary course of business. Many of the Company s installations involve products that are critical to the operations of its clients businesses. Any failure in a product could result in a claim for substantial damages against the Company, regardless of its responsibility for such failure. Although the Company attempts to limit contractually its liability for damages arising from product failures or negligent acts or omissions, there can be no assurance that the limitations of liability set forth in the Company s contracts will be enforceable in all instances. The Company is not presently involved in any material litigation. However, it is involved in various legal proceedings. The Company believes that any liability that may arise as a result of these proceedings will not have a material adverse effect on its financial condition, results of operations, or cash flows. The Company expenses legal costs associated with loss contingencies as such legal costs are incurred.

**10. Operating Segments**

The Company operates its business in three geographical segments: the Americas (North America and Latin America), Europe, Middle East and Africa ( EMEA ) and Asia Pacific ( APAC ). The information for the periods presented below reflects these segments. All segments derive revenue from

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**MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES**
Notes to Condensed Consolidated Financial Statements (continued)
March 31, 2008
(unaudited)

the sale and implementation of its supply chain execution and planning solutions. The individual products sold by the segments are similar in nature, and are all designed to help companies manage the effectiveness and efficiency of their supply chain. The Company uses the same accounting policies for each operating segment. The Chief Executive Officer and Chief Financial Officer evaluate performance based on revenue and operating results for each region.

The Americas segment charges royalty fees to the EMEA and APAC segments based on software licenses sold by those operating segments. The royalties, which totaled approximately $1.2 million and $0.1 million for the three months ended March 31, 2008 and 2007, respectively, are included in cost of revenue in EMEA and APAC with a corresponding reduction in the Americas cost of revenue. The revenues represented below are from external customers only. The geographical-based costs consist of costs of personnel, direct sales and marketing expenses, and general and administrative costs to support the business. There are certain corporate expenses included in the Americas region that are not charged to the other segments including research and development, certain marketing and general and administrative costs that support the global organization and the amortization of acquired developed technology. Included in the Americas costs are all research and development costs including the costs associated with the Company s India operations.

The following table presents the revenues, expenses and operating income (loss) by reporting segment for the three months ended March 31, 2008 and 2007 (in thousands):

| | For the Three Months ended March 31, 2008 | | | |
|---|---|---|---|---|
| | **Americas** | **EMEA** | **APAC** | **Total** |
| **Revenue:** | | | | |
| License | $ 13,427 | $ 3,571 | $ 1,314 | $ 18,312 |
| Services | 49,151 | 8,032 | 2,654 | 59,837 |
| Hardware and other | 9,551 | 425 | 199 | 10,175 |
| Total revenue | 72,129 | 12,028 | 4,167 | 88,324 |
| **Costs and Expenses:** | | | | |
| Cost of revenue | 31,277 | 6,600 | 2,813 | 40,690 |
| Operating expenses | 30,767 | 3,202 | 1,328 | 35,297 |
| Depreciation and amortization | 3,020 | 171 | 57 | 3,248 |
| Total costs and expenses | 65,064 | 9,973 | 4,198 | 79,235 |
| Operating income (loss) | $ 7,065 | $ 2,055 | $ (31) | $ 9,089 |

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**MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES**
Notes to Condensed Consolidated Financial Statements (continued)
March 31, 2008
(unaudited)

| | For the Three Months ended March 31, 2007 | | | |
|---|---|---|---|---|
| | **Americas** | **EMEA** | **APAC** | **Total** |
| **Revenue:** | | | | |
| License | $ 13,400 | $ 299 | $ 54 | $ 13,753 |
| Services | 45,848 | 5,228 | 3,724 | 54,800 |
| Hardware and other | 9,198 | 317 | 122 | 9,637 |
| Total revenue | 68,446 | 5,844 | 3,900 | 78,190 |
| **Costs and Expenses:** | | | | |
| Cost of revenue | 28,627 | 4,022 | 2,854 | 35,503 |
| Operating expenses | 27,940 | 2,852 | 1,112 | 31,904 |
| Depreciation and amortization | 3,145 | 291 | 65 | 3,501 |
| Total costs and expenses | 59,712 | 7,165 | 4,031 | 70,908 |
| Operating income (loss) | $ 8,734 | $ (1,321) | $ (131) | $ 7,282 |

Our services revenue consists of fees generated from professional services and customer support and software enhancements related to our software products as follows (in thousands):

| | **For the Three Months Ended March 31,** | |
|---|---|---|
| | **2008** | **2007** |
| Professional services | **$ 41,718** | $ 38,831 |
| Customer support and software enhancements | **18,119** | 15,969 |
| Total services revenue | **$ 59,837** | $ 54,800 |

License revenues related to our warehouse and non-warehouse product groups are as follows (in thousands):

| | **For the Three Months Ended March 31,** | |
|---|---|---|
| | **2008** | **2007** |
| Warehouse | **$ 9,163** | $ 7,791 |
| Non-Warehouse | **9,149** | 5,962 |
| Total license revenue | **$ 18,312** | $ 13,753 |

**11. New Accounting Pronouncements**

In September 2006, FASB issued SFAS No. 157, Fair Value Measurements ( SFAS No. 157 ), which establishes a framework for reporting fair value and expands disclosures required for fair value measurements. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute.

Accordingly, SFAS No. 157 does not require any new

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**MANHATTAN ASSOCIATES, INC. AND SUBSIDIARIES**
Notes to Condensed Consolidated Financial Statements (continued)
March 31, 2008
(unaudited)

fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. However, In February 2008, the FASB issued FASB Staff Position No. 157-2, Effective Date of FASB Statement No. 157 , which delayed for one year the applicability of SFAS No. 157 s fair-value measurements to nonfinancial assets and liabilities recognized or disclosed at fair value on a non-recurring basis. The Company partially adopted SFAS No. 157 on January 1, 2008 related to all financial assets and liabilities and non-financial assets and liabilities recognized or disclosed at fair value on a recurring basis. The Company is currently assessing the potential impact this statement will have on the Consolidated Financial Statements once it is adopted for nonfinancial assets and liabilities recognized or disclosed at fair value on a non-recurring basis. See Note 4, *Investments*, for further discussion of the adoption.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115 ( SFAS No. 159 ). SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS No. 159 does not eliminate disclosure requirements included in other accounting standards, including requirements for disclosures about fair value measurements included in SFAS No. 157, Fair Value Measurements, and FASB Statement No. 107, Disclosures about Fair Value of Financial Instruments. SFAS 159 is effective for the entity s fiscal year that begins after November 15, 2007. The Company did not elect to measure at fair value any of its financial instruments under the provisions of SFAS No. 159, thus the adoption of this statement effective January 1, 2008 did not have an impact on the Company s consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141(R), Business Combinations, (SFAS No. 141(R) ) which amends SFAS No. 141 and provides revised guidance for recognizing and measuring identifiable assets and goodwill acquired, liabilities assumed, and any noncontrolling interest in the acquiree. It also provides disclosure requirements to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS No. 141(R) is effective for fiscal years beginning after December 15, 2008 and is to be applied prospectively. The Company will adopt SFAS No. 141(R) effective January 1, 2009 and apply it to any business combinations on or after that date.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements, an Amendment of ARB 51, ( SFAS No. 160 ) which establishes accounting and reporting standards pertaining to ownership interests in subsidiaries held by parties other than the parent, the amount of net income attributable to the parent and to the noncontrolling interest, changes in a parent s ownership interest, and the valuation of any retained noncontrolling equity investment when a subsidiary is deconsolidated. SFAS No. 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. SFAS No. 160 is effective for fiscal years beginning after December 15, 2008. The Company does not expect that the implementation of SFAS No. 160 will have a material impact on its consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities ( SFAS No. 161, ) an amendment of SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities ( SFAS No. 133 ). SFAS No. 161 requires enhanced disclosures about an entity s derivative and hedging activities, including (1) how and why an entity uses derivative instruments, (2) how derivative instruments and related hedged items are accounted for under SFAS No. 133 and its related interpretations, and (3) how derivative instruments and related hedged items affect an entity s financial position, financial performance, and cash flows. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The

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Company does not expect that the implementation of SFAS No. 161 will have a material impact on its consolidated financial statements.

**Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.**

**Forward-Looking Statements**

Certain statements contained in this filing are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including but not limited to statements related to plans for future business development activities, anticipated costs of revenues, product mix and service revenues, research and development and selling, general and administrative activities, and liquidity and capital needs and resources. When used in this report, the words expect, anticipate, intend, plan, believe, seek, estimate, and similar expressions are gener intended to identify forward-looking statements. You should not place undue reliance on these forward-looking statements, which reflect our opinions only as of the date of this quarterly report. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. For further information about these and other factors that could affect our future results, please see Risk Factors in Item 1A of our annual report on Form 10-K for the year ended December 31, 2007. Investors are cautioned that any forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. The following discussion should be read in conjunction with the condensed consolidated financial statements for the three months ended March 31, 2008 and 2007, including the notes to those statements, included elsewhere in this quarterly report (the Condensed Consolidated Financial Statements ). We also recommend the following discussion be read in conjunction with management s discussion and analysis and consolidated financial statements included in our annual report on Form 10-K for the year ended December 31, 2007.

References in this filing to the Company, Manhattan, Manhattan Associates, we, our, and us refer to Manh Associates, Inc., our predecessors, and our wholly-owned and consolidated subsidiaries.

**Business**

We are a leading developer and provider of supply chain solutions that help organizations optimize the effectiveness, efficiency, and strategic advantages of their supply chains. Our business is organized into three geographical reporting segments: Americas, EMEA, and APAC. Our solutions consist of software, services and hardware, which coordinate people, workflows, assets, events and tasks holistically across the functions linked in a supply chain from planning through execution. These solutions also help coordinate the actions, data exchange and communication of participants in supply chain ecosystems, such as manufacturers, suppliers, distributors, trading partners, transportation providers, channels (such as catalogers, store retailers and Web outlets) and consumers.

Our solutions are designed to help organizations optimize their supply chain operations holistically, from planning through execution. We call our portfolio of supply chain software solutions Manhattan SCOPE™ (**S**upply **C**hain **O**ptimization from **P**lanning through **E**xecution). SCOPE includes our five supply chain solution suites: Planning and Forecasting, Inventory Optimization, Order Lifecycle Management, Transportation Lifecycle Management and Distribution Management. For all of our solution suites, we offer services such as design, configuration, implementation, product assessment and training plus customer support and software enhancement subscriptions.

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For additional information regarding our supply chain software solutions, please refer to the Software Solutions section under Item 1, *Business* of our annual report on Form 10-K for the year ended December 31, 2007.

For all of our solutions, we offer services such as design, configuration, implementation, product assessment and training plus customer support and software enhancement subscriptions.

**Highlights of First Quarter 2008 Condensed Consolidated Financial Results**

Summarized highlights of the 2008 first quarter results, as compared to the 2007 first quarter, follow:

Consolidated revenue increased 13% to $88.3 million.

- License revenue increased 33% to $18.3 million.
- Services revenue totaled $59.8 million, increasing 9%;

Operating income increased 25% to $9.1 million;

Diluted earnings per share increased 58% to $0.30 per share;

Cash Flow from Operations increased 110% to $6.1 million;

Cash and Investments on hand was $64.4 million and $108.8 million at March 31, 2008 and 2007, respectively;

The Company repurchased 542,596 common shares totaling $12.4 million at an average share price of $22.76 in the quarter. The Company has $12.6 million of remaining share repurchase authority.

**Results of Operations**

The following table summarizes our consolidated results for the three months ended March 31, 2008 and 2007.

| | Three Months Ended March 31, | |
|---|---|---|
| | **2008** | **2007** |
| | **(in thousands, except per share data)** | |
| Revenue | **$ 88,324** | $ 78,190 |
| Costs and expenses | **79,235** | 70,908 |
| Operating income | **9,089** | 7,282 |
| Other income, net | **2,301** | 1,092 |
| Income before taxes | **11,390** | 8,374 |
| Net income | **$ 7,432** | $ 5,401 |
| Diluted net income per share | **$ 0.30** | $ 0.19 |
| Diluted weighted average number of shares | **24,889** | 28,528 |

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We manage our business based on three geographic regions: the Americas, EMEA, and APAC. Geographic revenue information is based on the location of sale. During the three months ended March 31, 2008 and 2007, we derived the majority of our revenues from sales to customers within our Americas region. The following table summarizes revenue and operating profit by region:

| | Three Months Ended March 31, | | % Change 2008 to 2007 |
|---|---|---|---|
| | 2008 | 2007 | |
| | (in thousands) | | |
| **Revenue:** | | | |
| **License** | | | |
| Americas | $ 13,427 | $ 13,400 | 0% |
| EMEA | 3,571 | 299 | 1094% |
| APAC | 1,314 | 54 | 2333% |
| Total License | $ 18,312 | $ 13,753 | 33% |
| **Services** | | | |
| Americas | $ 49,151 | $ 45,848 | 7% |
| EMEA | 8,032 | 5,228 | 54% |
| APAC | 2,654 | 3,724 | -29% |
| Total Services | $ 59,837 | $ 54,800 | 9% |
| **Hardware and other** | | | |
| Americas | $ 9,551 | $ 9,198 | 4% |
| EMEA | 425 | 317 | 34% |
| APAC | 199 | 122 | 63% |
| Total Hardware and other | $ 10,175 | $ 9,637 | 6% |
| **Total Revenue** | | | |
| Americas | $ 72,129 | $ 68,446 | 5% |
| EMEA | 12,028 | 5,844 | 106% |
| APAC | 4,167 | 3,900 | 7% |
| Total Revenue | $ 88,324 | $ 78,190 | 13% |
| **Operating income (loss):** | | | |
| Americas | $ 7,065 | $ 8,734 | -19% |
| EMEA | 2,055 | (1,321) | 256% |
| APAC | (31) | (131) | 76% |
| Total Operating income | $ 9,089 | $ 7,282 | 25% |

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**Quarter Ended March 31, 2008 Compared to Quarter Ended March 31, 2007**

The results of our operations for first quarter 2008 and 2007 are discussed below.

**Revenue**

| | Three Months Ended March 31, | | | | |
|---|---|---|---|---|---|
| | | | % Change 2008 to | % of Total Revenue | |
| | 2008 | 2007 | 2007 | 2008 | 2007 |
| | (in thousands) | | | | |
| License | **$ 18,312** | $ 13,753 | 33% | **21%** | 18% |
| Services | **59,837** | 54,800 | 9% | **68%** | 70% |
| Hardware and other | **10,175** | 9,637 | 6% | **11%** | 12% |
| Total revenue | **$ 88,324** | $ 78,190 | 13% | **100%** | 100% |

Our revenue consists of fees generated from the licensing and hosting of software; fees from professional services and customer support and software enhancements; and sales of complementary radio frequency and computer equipment. We believe our revenue growth in the last year is attributable to several factors, including, among others, our market leadership position as to the breadth of our product offerings, financial stability, a compelling return on investment proposition for our customers, increased services associated with implementations of our expanded product suite, and geographic expansion.

*License revenue.* License revenue increased 33% in the quarter ended March 31, 2008 over the prior year primarily driven by strong growth in our EMEA and APAC segment. The Americas license revenues stayed level compared to the prior year. EMEA license revenue increased $3.3 million to $3.6 million, more than ten times the license revenue for the first quarter of 2007, which resulted in record EMEA license revenue. APAC license revenue increased to $1.3 million in the first quarter of 2008.

License sales mix across our product suite remained well-balanced in the quarter with 50% of sales in our warehouse management solutions and 50% in non-warehouse management solutions. With our expanded suite of supply chain solutions we continue to see strong growth in both our core warehouse management solutions with 18% growth in the first quarter of 2008 compared to the same quarter in the prior year and non-warehouse management solutions growth of 53% compared to the same quarter in the prior year.

*Services revenue.* Services revenue increased 9% in the first quarter of 2008 compared to the same quarter in the prior year principally due to: (i) an 8% increase in professional services revenue from larger implementation projects and increased license sales; and (ii) a 13% increase in revenue from customer support and software enhancements. The Americas segment led the growth in revenue with an increase in services revenue of $3.3 million, or 7%, from the first quarter of 2007 compared to the first quarter of 2008. Services revenue in EMEA also increased by $2.8 million, or 54%, from the first quarter of 2007 to the first quarter of 2008 due to implementation services for license deals signed during the last three quarters of 2007. These increases were partially offset by a decrease in APAC services revenue of $1.1 million, or 29%, from the first quarter of 2007 compared to the first quarter of 2008 largely because license sales, which drive services revenues, were lower from mid 2006 to mid 2007, and we completed the implementation of a large client in the region.

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Over the past several years, our services revenue has been affected by some pricing pressures. We believe that the pricing pressures are attributable to global macro-economic conditions and competitive pressures. In addition, our services revenue growth has been and will likely continue to be affected by the mix of products sold. The individual engagements involving our non-warehouse management solutions typically require fewer implementation services.

*Hardware and other.* Hardware sales increased by 7% to $7.1 million in the first quarter of 2008 compared to $6.6 million in the first quarter of 2007. Sales of hardware are largely dependent upon customer-specific desires, which fluctuate from quarter to quarter. Reimbursements for out-of-pocket expenses are required to be classified as revenue and are included in hardware and other revenue. For the quarters ended March 31, 2008 and 2007, reimbursements by customers for out-of-pocket expenses were approximately $3.0 million for each quarter.

**Cost of Revenue**

| | Three Months Ended March 31, | | % Change 2008 to 2007 |
|---|---|---|---|
| | **2008** | **2007** | |
| | **(in thousands)** | | |
| Cost of license | **$ 1,144** | $ 1,143 | 0% |
| Cost of services | **31,280** | 25,999 | 20% |
| Cost of hardware and other | **8,266** | 8,361 | -1% |
| Total cost of revenue | **$ 40,690** | $ 35,503 | 15% |

*Cost of license.* Cost of license consists of the costs associated with software reproduction; hosting services; funded development; media, packaging and delivery, documentation and other related costs; and royalties on third-party software sold with or as part of our products. Cost of license remained virtually the same in the first quarter of 2008 compared to first quarter of 2007 despite a 33% increase in license revenue due to higher margins on third-party software sales.

*Cost of services.* Cost of services consists primarily of salaries and other personnel-related expenses of employees dedicated to professional and technical services and customer support services. The increase in cost of services in the quarter ended March 31, 2008 was principally due to increases in salary-related costs resulting from a 22% increase in the average number of personnel dedicated to the delivery of professional services and annual compensation increases for 2008.

Services gross margin decreased to 47.7% in the first quarter of 2008 from 52.6% in the first quarter of 2007. The decline in margins is due to a 22% increased investment in Services personnel to support growing demand for our services engagements and to enhance our ability to satisfy customer needs combined with a shift in product mix from our heritage System i platforms to Open Systems platforms.

*Cost of hardware and other*. Cost of hardware decreased slightly to approximately $8.3 million in the first quarter of 2008 from approximately $8.4 million in the first quarter of 2007. Cost of hardware and other includes out-of-pocket expenses to be reimbursed by customers of approximately $3.0 million for each of the quarters ended March 31, 2008 and 2007.

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**Operating Expenses**

| | Three Months Ended March 31, | | | |
|---|---|---|---|---|
| | | | % of Revenue | |
| | 2008 | 2007 | 2008 | 2007 |
| | (in thousands) | | | |
| Research and development | **$12,654** | $11,151 | **14%** | 14% |
| Sales and marketing | **13,572** | 12,607 | **15%** | 16% |
| General and administrative | **9,071** | 8,146 | **10%** | 10% |
| Depreciation and amortization | **3,248** | 3,501 | **4%** | 4% |

*Research and development*. Research and development expenses primarily consist of salaries and other personnel-related costs for personnel involved in our research and development activities. The increase in research and development expenses for the quarter ended March 31, 2008 compared to the same quarter of the prior year was mainly attributable to an increase in salary-related costs of $1.0 million resulting from additional personnel combined with annual compensation increases.

Our principal research and development activities have focused on the expansion and integration of new products acquired and new product releases and expanding the product footprint of our supply chain optimization solutions called **S**upply **C**hain **O**ptimization from **P**lanning through **E**xecution. The Manhattan SCOPE Platform provides not only a sophisticated service oriented architecture based application framework, but a platform that facilitates the integration with Enterprise Resource Planning (ERP) and other supply chain solutions. For the quarters ended March 31, 2008 and 2007, we capitalized no research and development costs.

*Sales and marketing.* Sales and marketing expenses include salaries, commissions, travel and other personnel-related costs and the costs of our marketing and alliance programs and related activities. The increase in sales and marketing expenses in the first quarter of 2008 was attributable to: (i) a $0.4 million increase in salary-related costs due to annual compensation increases, and (ii) a $0.3 million increase in travel expenses.

*General and administrative*. General and administrative expenses consist primarily of salaries and other personnel-related costs of executive, financial, human resources, information technology and administrative personnel, as well as facilities, legal, insurance, accounting and other administrative expenses. The net increase in general and administrative expenses during the quarter ended March 31, 2008 was primarily attributable to: (i) $0.3 million increase in professional fees, (ii) $0.2 million increase in stock compensation expense, and (iii) $0.2 million increase in personnel-related expenses due to annual compensation increases.

*Depreciation and amortization*. Depreciation expense amounted to $2.3 million for each of the quarters ended March 31, 2008 and 2007. Amortization of intangibles totaled $0.9 million and $1.2 million for the quarter ended March 31, 2008 and 2007, respectively. We have recorded goodwill and other acquisition-related intangible assets as part of the purchase accounting associated with various acquisitions.

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**Operating Income**

*Income from Operations.* Operating income for the first quarter of 2008 increased by $1.8 million or 25% on consolidated revenue growth of 13%. Operating margins increased from 9.3% for the first quarter of 2007 to 10.3% for the first quarter of 2008. The incremental profit contribution and margin increase is the result of strong revenue performance in the first quarter of 2008 offset slightly by a negative currency impact of $0.5 million caused by changes in foreign currency rates, principally the Indian Rupee, from 2007 to 2008. Operating income in the EMEA segment increased by $3.4 million due to record revenue growth in the first quarter of 2008. Operating income in APAC increased slightly by $0.1 million. The increases in EMEA and APAC were partially offset by the decrease in the Americas segment by $1.7 million.

**Other Income and Taxes**

| | Three Months Ended March 31, | | % Change |
|---|---|---|---|
| | **2008** | **2007** | **2008** |
| Other income, net | **$2,301** | $1,092 | 111% |
| Income tax provision | **3,958** | 2,973 | 33% |

*Other income, net*. Other income, net principally includes interest income and foreign currency gains and losses. Interest income decreased to $0.7 million for the first quarter of 2008 from $1.1 million for the first quarter of 2007. The weighted-average interest rate earned on investment securities during the three month periods ended March 31, 2008 and 2007 was approximately 4.9% and 4.1%, respectively. We recorded a net foreign currency gain of $1.6 million during the three months ended March 31, 2008. The foreign currency gains and losses resulted from gains or losses on intercompany balances with subsidiaries due to the fluctuation of the U.S. dollar relative to other foreign currencies, primarily the Indian Rupee, the British Pound, the Euro and the Yen.

*Income tax provision.* Our effective income tax rates were 34.75% and 35.5% in the quarters ended March 31, 2008 and 2007, respectively. The reduction in the effective income tax rate was a result of continued tax planning and implementation of various international tax planning strategies.

**Liquidity and Capital Resources**

We have funded our operations through cash generated from operations and from sale of stock options. As of March 31, 2008, we had approximately $64.4 million in cash, cash equivalents and investments, as compared to $72.8 million at December 31, 2007.

Our operating activities generated cash flow of approximately $6.1 million for the three months ended March 31, 2008 and $2.9 million for the three months ended March 31, 2007. Cash flow from operating activities for the three months ended March 31, 2008 increased primarily due to $3.0 million of legal settlements paid during the three months ended March 31, 2007. Days sales outstanding ( DSO ) increased to 82 days at March 31, 2008 from 79 days at December 31, 2007, as a result of strong revenue growth from our international operations.

Our investing activities provided cash of approximately $4.6 million and $15.1 million for the three months ended March 31, 2008 and 2007, respectively. The source of cash provided by investing activities

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for the three months ended March 31, 2008 and 2007, respectively. The source of cash provided by investing activities for the three months ended March 31, 2008 was from the net maturities of investments of approximately $7.3 million, offset by capital expenditures of $2.7 million. The source of cash provided by investing activities for the three months ended March 31, 2007 was for capital expenditures of $3.0 million and the net maturities of investments of approximately $18.0 million.

Our financing activities used cash of approximately $11.8 million and $22.4 million for the three months ended March 31, 2008 and 2007, respectively. The principal use of cash for financing activities for the three months ended March 31, 2008 was to purchase approximately $12.4 million of our common stock. The principal use of cash for financing activities for the three months ended March 31, 2007 was to purchase approximately $25.0 million of our common stock, partially offset by proceeds generated from options exercised of $2.4 million.

Periodically, opportunities may arise to grow our business through the acquisition of complementary and synergistic companies, products and technologies. Any material acquisition could result in a decrease to our working capital depending on the amount, timing and nature of the consideration to be paid. We believe that existing balances of cash, cash equivalents and short-term investments will be sufficient to meet our working capital and capital expenditure needs at least for the next twelve months, although there can be no assurance that this will be the case.

**Critical Accounting Policies and Estimates**

The SEC defines critical accounting policies as those that require application of management s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods.

Our consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles ( GAAP ). The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions in certain circumstances that affect amounts reported in the accompanying consolidated financial statements and related footnotes. We believe that estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions were made. To the extent there are material differences between those estimates, judgments or assumptions and actual results, our financial statements will be affected. The accounting policies that we believe reflect our more significant estimates, judgments and assumptions which we have identified as our critical accounting policies are: Revenue Recognition, Allowance for Doubtful Accounts, Valuation of Goodwill, Accounting for Income Taxes, Stock-based Compensation, and Business Combinations.

*Revenue Recognition*

Our revenue consists of revenues from the licensing and hosting of software, fees from implementation and training services (collectively, professional services ), plus customer support and software enhancements, and sales of hardware and other revenues (other revenues consists of reimbursements of out-of-pocket expenses incurred by professional services). All revenue is recognized net of any related sales taxes.

We recognize license revenue under Statement of Position No. 97-2, Software Revenue Recognition ( SOP 97-2 ), as amended by Statement of Position No. 98-9, Software Revenue Recognition, With Respect to Certain Transactions ( SOP 98-9 ), specifically when the following criteria are met: (1) a signed contract is obtained; (2) delivery of the product has occurred; (3) the license fee is fixed or determinable; and (4) collectibility is probable. SOP 98-9 requires recognition of revenue using the residual method when (a) there is vendor-specific objective evidence of the fair values of all

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undelivered elements in a multiple-element arrangement that is not accounted for using long-term contract accounting; (b) vendor-specific objective evidence of fair value does not exist for one or more of the delivered elements in the arrangement; and (c) all revenue-recognition criteria in SOP 97-2, other than the requirement for vendor-specific objective evidence of the fair value of each delivered element of the arrangement are satisfied. For those contracts that contain significant customization or modifications, license revenue is recognized using contract accounting.

The accounting related to license revenue recognition in the software industry is complex and affected by interpretations of the rules which are subject to change. Our judgment is required in assessing the probability of collection, which is generally based on evaluation of customer-specific information, historical collection experience and economic market conditions. If market conditions decline, or if the financial condition of our customers deteriorates, we may be unable to determine that collectibility is probable, and we could be required to defer the recognition of revenue until we receive customer payments.

Our services revenue consists of fees generated from professional services, customer support services and software enhancements related to our software products. Fees from professional services performed by us are generally billed on an hourly basis, and revenue is recognized as the services are performed. Professional services are sometimes rendered under agreements in which billings are limited to contractual maximums or based upon a fixed-fee for portions of or all of the engagement. Revenue related to fixed-fee based contracts is recognized on a proportional performance basis based on the hours incurred on discrete projects within an overall services arrangement. Project losses are provided for in their entirety in the period in which they become known. Revenue related to customer support services and software enhancements are generally paid in advance and recognized ratably over the term of the agreement, typically 12 months.

Hardware and other revenue is generated from the resale of a variety of hardware products, developed and manufactured by third parties that are integrated with and complementary to our software solutions. As part of a complete solution, our customers periodically purchase hardware from us in conjunction with the licensing of software. These products include computer hardware, radio frequency terminal networks, radio frequency identification (RFID) chip readers, bar code printers and scanners and other peripherals. Hardware revenue is recognized upon shipment to the customer when title passes. We generally purchase hardware from our vendors only after receiving an order from a customer. As a result, we do not maintain significant hardware inventory.

In accordance with the Financial Accounting Standard Board s ( FASB s ) Emerging Issues Task Force ( EITF ) Issue No. 01-14 ( EITF No. 01-14 ), Income Statement Characterization of Reimbursements Received for Out-of-Pocket Expenses Incurred, we recognize amounts associated with reimbursements from customers for out-of-pocket expenses as revenue. Such amounts have been included in hardware and other revenue. The total amount of expense reimbursement recorded as revenue for each of the three months ended March 31, 2008 and 2007 was $3.0 million.

*Allowance for Doubtful Accounts*

We continuously monitor collections and payments from our customers and maintain an allowance for estimated credits based upon our historical experience and any specific customer collection issues that we have identified. Additions to the allowance for doubtful accounts generally represent a sales allowance on services revenue, which are recorded to operations as a reduction to services revenue. While such credit losses have historically been within our expectations and the provisions established, we cannot guarantee that we will continue to experience the same credit loss rates that we have in the past.

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*Valuation of Goodwill*

In accordance with Statement of Financial Accounting Standards ( SFAS ) No. 142, Goodwill and Other Intangible Assets, we do not amortize goodwill and other intangible assets with indefinite lives. Our goodwill is subject to an annual impairment test, which requires us to estimate the fair value of our business compared to the carrying value. The impairment reviews require an analysis of future projections and assumptions about our operating performance. Should such review indicate the assets are impaired, we would record an expense for the impaired assets.

Annual tests or other future events could cause us to conclude that impairment indicators exist and that our goodwill is impaired. For example, if we had reason to believe that our recorded goodwill had become impaired due to decreases in the fair market value of the underlying business, we would have to take a charge to income for that portion of goodwill that we believed was impaired. Any resulting impairment loss could have a material adverse impact on our financial position and results of operations. At March 31, 2008, our goodwill balance was $62.3 million.

*Accounting for Income Taxes*

We provide for the effect of income taxes on our financial position and results of operations in accordance with SFAS No. 109, Accounting for Income Taxes. Under this accounting pronouncement, income tax expense is recognized for the amount of income taxes payable or refundable for the current year and for the change in net deferred tax assets or liabilities resulting from events that are recorded for financial reporting purposes in a different reporting period than recorded in the tax return. Management must make significant assumptions, judgments and estimates to determine our current provision for income taxes and also our deferred tax assets and liabilities and any valuation allowance to be recorded against our net deferred tax asset.

Our judgments, assumptions and estimates relative to the current provision for income tax take into account current tax laws, our interpretation of current tax laws, allowable deductions, projected tax credits and possible outcomes of current and future audits conducted by foreign and domestic tax authorities. Changes in tax law or our interpretation of tax laws and the resolution of current and future tax audits could significantly impact the amounts provided for income taxes in our financial position and results of operations. Our assumptions, judgments and estimates relative to the value of our net deferred tax asset take into account predictions of the amount and category of future taxable income. Actual operating results and the underlying amount and category of income in future years could render our current assumptions, judgments and estimates of recoverable net deferred taxes inaccurate, thus materially impacting our financial position and results of operations.

On January 1, 2007, we adopted the provisions of FASB Interpretation No 48, Accounting for Uncertainty in Income Taxes ( FIN 48 ). As a result of the implementation of FIN 48, we recognized an increase of $2.6 million in the gross liability for unrecognized tax benefits, and recorded a corresponding deferred tax asset for future benefits of $0.7 million, with the net amount of $1.9 million accounted for as a decrease to the January 1, 2007 balance of retained earnings. As of the date of adoption and after the impact of recognizing the increase in liability noted above, our unrecognized tax benefits totaled $7.6 million, of which $6.0 million, if recognized, would affect the effective tax rate.

*Stock-based compensation*

We estimate the fair value of options granted on the date of grant using the Black-Scholes option pricing model. We base our estimate of fair value on certain assumptions, including the expected term of the option, the expected volatility of the price of the underlying share for the expected term of the option, the expected dividends on the underlying share for the expected term, and the risk-free interest rate for

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the expected term of the option. We base our expected volatilities on a combination of the historical volatility of our stock and the implied volatility of our publicly traded stock options. Due to the limited trading volume of our publicly traded options, we place a greater emphasis on historical volatility. We also use historical data to estimate the term that options are expected to be outstanding and the forfeiture rate of options granted. We base the risk-free interest rate on the rate for U.S. Treasury zero-coupon issues with a term approximating the expected term of the option.

We recognize compensation cost for awards with graded vesting using the straight-line attribution method, with the amount of compensation cost recognized at any date at least equal to the portion of the grant-date value of the award that is vested at that date. Compensation cost recognized in any period is affected by the number of stock options granted and the vesting period (which generally is four years), as well as the underlying assumptions used in estimating the fair value on the date of grant. This estimate is dependent upon a number of variables such as the number of options awarded, cancelled or exercised and fluctuations in our share price during the year.

*Business Combinations*

In accordance with business combination accounting, we allocate the purchase price of acquired companies to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values. Such valuations require management to make significant estimates and assumptions, especially with respect to intangible assets.

Management makes estimates of fair value based upon assumptions believed to be reasonable. These estimates are based on historical experience and information obtained from the management of the acquired companies and are inherently uncertain. Critical estimates in valuing certain of the intangible assets include but are not limited to future expected cash flows from customer contracts and acquired developed technologies; the acquired company s brand awareness and market position, as well as assumptions about the period of time the acquired brand will continue to be used in the combined company s product portfolio; and discount rates. Unanticipated events and circumstances may occur which may affect the accuracy or validity of such assumptions, estimates or actual results.

In connection with purchase price allocations, we estimate the fair value of the support obligations assumed in connection with acquisitions. The estimated fair value of the support obligations is determined utilizing a cost build-up approach. The cost build-up approach determines fair value by estimating the costs related to fulfilling the obligations plus a normal profit margin. The estimated costs to fulfill the support obligations are based on the historical direct costs related to providing the support services and to correct any errors in the software products acquired. We do not include any costs associated with selling efforts, available upgrades, or research and development or the related fulfillment margins on these costs. Profit associated with selling effort is excluded because the acquired entities would have concluded the selling effort on the support contracts prior to the acquisition date. The estimated research and development costs are not included in the fair value determination, as these costs are not deemed to represent a legal obligation at the time of acquisition. The sum of the costs and operating profit approximates, in theory, the amount that we would be required to pay a third party to assume the support obligation.

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**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

**Foreign Business**

Our international business is subject to risks typical of an international business, including, but not limited to: differing economic conditions, changes in political climate, differing tax structures, other regulations and restrictions, and foreign exchange rate volatility. Our international operations currently include business activity out of offices in the United Kingdom, the Netherlands, Germany, France, Australia, Japan, China, Singapore and India. When the U.S. dollar strengthens against a foreign currency, the value of our sales and expenses in that currency converted to U.S. dollars decreases. When the U.S. dollar weakens, the value of our sales and expenses in that currency converted to U.S. dollars increases. The appreciation in the Rupee in 2007 and 2008 drove significant pressure on the Company is operating margins and earnings per share.

We recorded a foreign exchange rate gain of $1.6 million during the three months ended March 31 2008 and a foreign exchange rate loss of $0.1 million during the three months ended March 31, 2007. Foreign exchange rate transaction gains and losses are classified in Other income, net on our Condensed Consolidated Statements of Income. A fluctuation of 10% in the period end exchange rates at March 31, 2008 relative to the U.S. dollar would result in approximately a $1.1 million change in the reported foreign currency gain for the three months ended March 31, 2008.

**Interest Rates**

We invest our cash in a variety of financial instruments, including taxable and tax-advantaged floating rate and fixed rate obligations of corporations, municipalities, and local, state and national governmental entities and agencies. These investments are denominated in U.S. dollars. Cash balances in foreign currencies overseas are derived from operations.

We account for our investment instruments in accordance with Statement of Financial Accounting Standards No. 115, Accounting for Certain Investments in Debt and Equity Securities ( SFAS No. 115 ). All of the cash equivalents and investments are treated as available-for-sale under SFAS No. 115. At March 31, 2008, we have $20.3 million invested in auction rate securities. These securities have original maturities of up to 30 years, but have auctions to reset the yield every 7 to 35 days. Certain auctions failed during the first quarter of 2008, but the underlying securities were not called by the issuer. We may not able to access these funds until a successful auction occurs, until the issuers call the underlying notes, or until the final maturity of the underlying notes. We classified $15.8 million of auction rate securities that incurred failed auctions and had not been called by the issuers as long-term investments. The fair values of these auction rate securities considered the credit worthiness of the counterparty, estimates of interest rates, expected holding periods, and the timing and value of expected future cash flows. Changes in the assumptions of our valuation could have a significant impact on the value of these securities, which may cause losses and affect our liquidity specifically for these securities potentially requiring us to record an impairment charge on these investments in the future.

Investments in both fixed rate and floating rate interest earning instruments carry a degree of interest rate risk. Fixed rate securities may have their fair market value adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Due in part to these factors, our future investment income may fall short of expectations due to changes in interest rates, or we may suffer losses in principal if forced to sell securities that have seen a decline in market value due to changes in interest rates. The weighted-average interest rate on investment securities held at March 31, 2008 and 2007 was approximately 4.9% and 4.1%, respectively. The fair value of investments held at March 31, 2008 was approximately $49.1 million. Based on the average investments outstanding during the three months ended March 31, 2008, an increase or decrease of 25 basis points would result in an increase or decrease in interest income of approximately $40 thousand from the reported interest income for the three months ended March 31, 2008.

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**Item 4. Controls and Procedures.**

We maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, our Chief Executive Officer and Chief Financial Officer evaluated, with the participation of management, the effectiveness of our disclosure controls and procedures. Based on the evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective.

**Change in Internal Control over Financial Reporting**

During the three months ended March 31, 2008, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, including any corrective actions with regard to material weaknesses.

## PART II
## OTHER INFORMATION

**Item 1. Legal Proceedings.**

From time to time, we are party to various legal proceedings arising in the ordinary course of business. The Company is not currently a party to any other legal proceeding the result of which it believes could have a material adverse impact upon its business, financial position or results of operations.

Many of our installations involve products that are critical to the operations of our clients businesses. Any failure in our products could result in a claim for substantial damages against us, regardless of our responsibility for such failure. Although we attempt to limit contractually our liability for damages arising from product failures or negligent acts or omissions, there can be no assurance the limitations of liability set forth in our contracts will be enforceable in all instances.

**Item 1A. Risk Factors.**

There have been no material changes to the Company s Risk Factors set forth in Item 1A to its Annual Report on Form 10-K for the year ended December 31, 2007.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

On April 25, 2007, it was announced that Manhattan Associates Board of Directors increased the Company s remaining repurchase authority to $75 million. On October 23, 2007, it was announced that the Board of Directors increased the Company s remaining repurchase authority to $50 million. A summary of purchases during the first quarter of 2008, all of which were made on the open market, is as follows:

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| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs |
|---|---|---|---|---|
| January 1 - January 31, 2008 | | $ | | $ |
| February 1 - February 29, 2008 | 542,596 | $ 22.76 | 542,596 | 12,649,248 |
| March 1 - March 31, 2008 | | | | |
| Total | 542,596 | $ 22.76 | 542,596 | $ 12,649,248 |

As of March 31, 2008, we have $12.6 million of remaining share repurchase authority.

**Item 3. Defaults Upon Senior Securities.**

No events occurred during the quarter covered by the report that would require a response to this item.

**Item 4. Submission of Matters to a Vote of Security Holders.**

No events occurred during the quarter covered by the report that would require a response to this item.

**Item 5. Other Information.**

No events occurred during the quarter covered by the report that would require a response to this item.

**Item 6. Exhibits.**

Exhibit 31.1 Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.2 Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 32* Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* In accordance with Item 601(b)(32)(ii) of the SEC s Regulation S-K, this Exhibit is hereby furnished to the SEC as an accompanying document and is not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**MANHATTAN ASSOCIATES, INC.**

Date: May 9, 2008

/s/ Peter F. Sinisgalli
*Peter F. Sinisgalli*
Chief Executive Officer, President and Director (Principal Executive Officer)

Date: May 9, 2008

/s/ Dennis B. Story
*Dennis B. Story*
Senior Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)

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## EXHIBIT INDEX

| | |
|---|---|
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| Exhibit 31.2 | Certification pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
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