

Pinne Linda C.  
Form 4  
February 04, 2019

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pinne Linda C.

2. Issuer Name **and** Ticker or Trading  
Symbol

MANHATTAN ASSOCIATES INC  
[MANH]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

2300 WINDY RIDGE  
PARKWAY, TENTH FLOOR

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/31/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Sr VP, Global Corp Controller

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

ATLANTA, GA 30339

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 01/31/2019                              |                                                             | A                                       | (A)<br>or<br>(D)<br>Amount<br>(1)<br>\$ 0                               | 18,963                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 01/31/2019                              |                                                             | F                                       | 101<br>\$ 48.77                                                         | 18,862                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 01/31/2019                              |                                                             | F                                       | 90<br>\$ 48.77                                                          | 18,772                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 01/31/2019                              |                                                             | F                                       | 107<br>\$ 48.77                                                         | 18,665                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 01/31/2019                              |                                                             | F                                       | 135<br>\$ 48.77                                                         | 18,530                                                                                                             | D                                                                    |                                         |

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|              |            |   |                     |   |      |        |   |
|--------------|------------|---|---------------------|---|------|--------|---|
| Common Stock | 01/31/2019 | A | <u>2,061</u><br>(2) | A | \$ 0 | 20,591 | D |
| Common Stock | 01/31/2019 | A | <u>6,184</u><br>(3) | A | \$ 0 | 26,775 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                    |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships                    |
|--------------------------------------------------------------------------------|----------------------------------|
|                                                                                | Director 10% Owner Officer Other |
| Pinne Linda C.<br>2300 WINDY RIDGE PARKWAY<br>TENTH FLOOR<br>ATLANTA, GA 30339 | Sr VP, Global Corp Controller    |

## Signatures

/s/ David M. Eaton, as Attorney-in-Fact for Linda C. Pinne  
02/04/2019

\_\_\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These are performance based stock unit grants under the Company's stock incentive plan granted February 1, 2018, vesting 25% on February 28, 2019 and 25% on January 31st of each year thereafter until fully vested.

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- (2) Restricted stock unit grants under the Company's stock incentive plan, vesting 25% on January 31st of each year following the grant date until fully vested.
- (3) Restricted stock unit grants under the Company's stock incentive plan, vesting 10% on the first anniversary of the grant date, 20% on the second anniversary of the grant date, 30% on the third anniversary of the grant date and 40% on the fourth anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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