

MANHATTAN ASSOCIATES INC
Form DEF 14A
April 04, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

MANHATTAN ASSOCIATES, INC.

(Name of Registrant as Specified in Its Charter)

Not Applicable

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date File

Table of Contents

<u>Notice of Annual Meeting of Shareholders</u>	2
<u>Proxy Statement Summary</u>	3
<u>Proxy Statement</u>	9
<u>Governance</u>	10
<u>Proposal 1 - Election of Directors</u>	10
<u>Board of Directors and Committees</u>	10
<u>Director Compensation</u>	18
<u>Share Ownership Guideline</u>	19
<u>Related Party Transaction</u>	20
<u>Security Ownership</u>	21
<u>Security Ownership of Certain Beneficial Owners and Management</u>	21
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	22
<u>Executive Compensation</u>	23
<u>Proposal 2 – Resolution to Approve Named Executive Officer Compensation</u>	23
<u>Compensation Discussion and Analysis</u>	24
<u>Compensation Committee Report on Executive Compensation</u>	34
<u>Compensation Tables</u>	35
<u>Compensation Committee Interlocks and Insider Participation</u>	39
<u>CEO Pay Ratio Disclosure</u>	40
<u>Executive Officers Biographies</u>	40
<u>Audit Matters</u>	42
<u>Proposal 3 – Ratification of Appointment of Independent Registered Public Accounting Firm</u>	42
<u>Audit Committee Report</u>	42
<u>Additional Information</u>	44
<u>Additional Information about the Annual Meeting of Shareholders</u>	44
<u>Shareholder Proposals</u>	45
<u>Communication with Directors</u>	45
<u>Form 10-K</u>	45
<u>Other Matters</u>	45
<u>Forward-Looking Statements</u>	45

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD MAY 17, 2018

Manhattan Associates Corporate Headquarters

2300 Windy Ridge Parkway, Atlanta, Georgia 30339

(770) 955-7070

NOTICE IS HEREBY GIVEN that the 2018 Annual Meeting of Shareholders of Manhattan Associates, Inc. (the “Company,” “our,” “we” or “us”) will be held at 2300 Windy Ridge Parkway, Atlanta, Georgia 30339, at 9:00 a.m., Atlanta, Georgia time, on Thursday, May 17, 2018 (the “Annual Meeting”), to consider and act upon:

1. the election of three Class II Directors to the Company’s Board of Directors;
 2. a nonbinding resolution to approve the compensation of the Company’s named executive officers;
 3. a proposal to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018; and
 4. such other business as may properly come before the Annual Meeting or any adjournment of the meeting.
- The Board of Directors has fixed the close of business on March 21, 2018, as the record date for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting. For instructions on voting, please refer to the notice you received in the mail or, if you requested a hard copy of the proxy materials, on your enclosed proxy card.

By Order of the Board of Directors,

Bruce S. Richards
Senior Vice President, Chief Legal Officer and Secretary

April 4, 2018

Atlanta, Georgia

WHETHER OR NOT YOU EXPECT TO BE PRESENT AT THE MEETING, PLEASE SUBMIT YOUR VOTE THROUGH THE INTERNET OR BY TELEPHONE, OR IF YOU REQUESTED PAPER COPIES OF THE PROXY MATERIALS, YOU MAY VOTE BY MAIL BY FOLLOWING THE INSTRUCTIONS ON THE PROXY CARD. NO POSTAGE IS REQUIRED FOR MAILING IN THE UNITED STATES. IF YOU ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY AND VOTE YOUR SHARES IN PERSON.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON MAY 17, 2018

This proxy statement, the form of proxy and annual report on Form 10-K for the fiscal year ended December 31, 2017 (“2017 Annual Report”) are being mailed to shareholders who have requested hard copies on or after April 4, 2018. Registered and beneficial shareholders may view and print this proxy statement and the Company’s 2017 Annual report at www.proxyvote.com or in the Investor Relations section of the Company’s web site at www.manh.com.

Proxy Statement Summary

This summary highlights information contained elsewhere in this Proxy Statement. For more information, please read our Annual Report on Form 10-K for fiscal year 2017 and the entire Proxy Statement prior to voting.

ANNUAL MEETING OF SHAREHOLDERS

Date and Time: May 17, 2018, 9:00 a.m., Eastern Time

Place: Manhattan Associates Headquarters, 2300 Windy Ridge Parkway, Atlanta, GA 30339

Record Date: March 21, 2018

How to Vote:

By Internet: Go to www.proxyvote.com;

By phone: Call 1-800-690-6903;

By mail: Call 1-800-579-1639 to request a paper copy of the materials and follow the instructions on your proxy materials; or

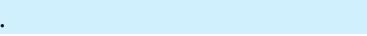
In person by attending the Annual Meeting of Shareholders.

To cast your vote by internet or phone, you will need the control number from your proxy card or the notice to our shareholders.

MEETING AGENDA AND VOTING MATTERS

Proposal	Recommendation of the Board	Voting Standard	Page Number (for more details)
1. Election of three Class II Directors, each for a	FOR (each nominee)	Plurality of the votes cast, subject to policy requiring a nominee who is elected with less	10

three-year term expiring in
2021.

2. 

than a majority of the votes cast to offer to
resign