

MANHATTAN ASSOCIATES INC  
Form SC 13G/A  
February 12, 2003

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
Amendment No. 1

Manhattan Associates, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.01 par value

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

562750109

-----  
(CUSIP Number)

December 31, 2002

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

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

Page 1 of 8 pages

-----  
CUSIP No. 562750109

13G

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

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Goldman Sachs Asset Management, a separate business unit of  
The Goldman Sachs Group, Inc.

-----  
2. Check the Appropriate Box if a Member of a Group

(a)

(b)

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

New York

-----  
5. Sole Voting Power

Number of 808,857

Shares

Beneficially

-----  
6. Shared Voting Power

945,612

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting 823,588

Person

With:

-----  
8. Shared Dispositive Power

945,612

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,769,200

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11. Percent of Class Represented by Amount in Row (9)

6.1%

-----  
12. Type of Reporting Person

IA

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CUSIP No. 562750109  
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13G

- 1. Name of Reporting Person  
I.R.S. Identification No. of above Person

Goldman Sachs 2002 Exchange Place Fund, L.P.

- 2. Check the Appropriate Box if a Member of a Group

(a)

(b)

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

Delaware

- 5. Sole Voting Power

Number of 0

Shares

Beneficially

- 6. Shared Voting Power

575,515

Owned by

Each

- 7. Sole Dispositive Power

Reporting 0

Person

With:

- 8. Shared Dispositive Power

575,515

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

575,515

- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

- 11. Percent of Class Represented by Amount in Row (9)

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2.0%

-----  
12. Type of Reporting Person

PN  
-----

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CUSIP No. 562750109

13G  
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-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

Goldman Sachs 2001 Exchange Place Fund, L.P.  
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2. Check the Appropriate Box if a Member of a Group

(a)

(b)   
-----

3. SEC Use Only  
-----

4. Citizenship or Place of Organization

Delaware  
-----

5. Sole Voting Power

Number of 0

Shares

Beneficially

-----  
6. Shared Voting Power

370,097

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

-----  
8. Shared Dispositive Power

With:

370,097  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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370,097

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

1.3%

12. Type of Reporting Person

PN

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CUSIP No. 562750109

13G

1. Name of Reporting Person

I.R.S. Identification No. of above Person

Goldman Sachs 2002 Exchange Fund Advisors, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

575,515

Owned by

Each

7. Sole Dispositive Power

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Reporting 0

Person -----

8. Shared Dispositive Power

With:

575,515

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

575,515

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[ ]

-----  
11. Percent of Class Represented by Amount in Row (9)

2.0%

-----  
12. Type of Reporting Person

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CUSIP No. 562750109

13G

-----  
1. Name of Reporting Person

I.R.S. Identification No. of above Person

Goldman Sachs Management Partners, L.P.

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2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

Delaware

-----  
5. Sole Voting Power

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Number of	0
Shares	-----
Beneficially	6. Shared Voting Power
Owned by	370,097
Each	-----
Reporting	7. Sole Dispositive Power
Person	0
With:	-----
	8. Shared Dispositive Power
	370,097

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
370,097

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)  
1.3%

12. Type of Reporting Person  
PN

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- Item 4. Ownership.\*
- (a). Amount beneficially owned:  
See the response(s) to Item 9 on the attached cover page(s).
  - (b). Percent of Class:  
See the response(s) to Item 11 on the attached cover page(s).
  - (c). Number of shares as to which such person has:
    - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
    - (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
    - (iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached

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cover page(s).

- (iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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\* In accordance with Securities and Exchange Commission ("SEC") Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by Goldman Sachs Asset Management, a separate business unit of The Goldman Sachs Group, Inc. ("GSAM"). GSAM, an investment advisor, disclaims beneficial ownership of any securities managed, on GSAM's behalf, by third parties. This filing does not reflect securities, if any, beneficially owned by any other business unit of The Goldman Sachs Group, Inc. and GSAM hereby disclaims beneficial ownership of any such securities.

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SIGNATURE

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

Date: February 12, 2003

GOLDMAN, SACHS & CO. on behalf of  
Goldman Sachs Asset Management

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN SACHS 2002 EXCHANGE PLACE FUND, L.P.

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN SACHS 2001 EXCHANGE PLACE FUND, L.P.



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By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN SACHS 2002 EXCHANGE FUND ADVISORS, L.L.C.

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN SACHS MANAGEMENT PARTNERS, L.P.

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

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