

SINISGALLI PETER F

Form 4

February 26, 2010

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SINISGALLI PETER F

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)

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

01/27/2010

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

President, CEO &amp; Director

2300 WINDY RIDGE  
PARKWAY, SUITE 700

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/27/2010		A	(A) or (D) A	22,522 (1) \$ 22.13	181,724	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.**

SEC 1474  
(9-02)

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

# Edgar Filing: SINISGALLI PETER F - Form 4

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
SINISGALLI PETER F 2300 WINDY RIDGE PARKWAY SUITE 700 ATLANTA, GA 30339	X		President, CEO & Director	

## Signatures

/s/ David M. Eaton, as Attorney-in-Fact for Peter F.  
Sinisgalli

02/26/2010

\_\_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) Restricted stock grants under the Company's stock incentive plan, vesting 25% on each anniversary of the grant date until fully vested.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. solid; BORDER-LEFT: black 2px solid; BORDER-BOTTOM: black 2px solid">

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH

REPORTING  
PERSON  
WITH

7  
SOLE VOTING POWER

8,999 shares

8  
SHARED VOTING POWER

300,000 shares

9  
SOLE DISPOSITIVE POWER

8,999 shares

10  
SHARED DISPOSITIVE POWER

300,000 shares

11  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

308,999

12  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* o

13  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.3%

14  
TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP

No.

590262

10 1

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Hampshire Investments, Limited

I.R.S. No. 58-2332317

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☒ x

(b) ☐ o

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐ o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7

SOLE VOTING POWER

NUMBER OF  
SHARES

8

0 shares

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

50,000 shares

EACH

9

SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10

SHARED DISPOSITIVE POWER

50,000 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,000 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ☐ o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.7%

14 TYPE OF REPORTING PERSON\*

CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP

No.

590262

10 1

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

K Holdings, LLC

I.R.S. No. 54-1767326

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☒ x

(b) ☐ o

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐ o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7

SOLE VOTING POWER

NUMBER OF  
SHARES

8

0 shares

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

250,000 shares

EACH

9

SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10

SHARED DISPOSITIVE POWER

250,000 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

250,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ☐ o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.3%

14 TYPE OF REPORTING PERSON\*

OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and the Issuer.

This statement constitutes Amendment No. 1 to the Schedule 13D (the "Statement") relating to the common stock, par value \$.01 per share (the "Common Stock"), of Merrimac Industries, Inc. (the "Issuer") and amends the Schedule 13D relating to the Common Stock filed on January 6, 2005 (the "Original 13D"). Capitalized terms used herein and not otherwise defined have the meanings ascribed thereto in the Original 13D. The principal executive offices of the Issuer are located at 41 Fairfield Place, West Caldwell, NJ 07006.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended by adding the following after the first paragraph thereof:

On April 22, 2009, Mr. Kuttner acquired in open-market transactions 4,900 shares of Common Stock for \$3.49 per share and 100 shares of Common Stock for \$3.4899 per share. Since the filing of the Original 13D, Mr. Kuttner received, as payment for outside director fees, restricted shares of Common Stock and options to purchase shares of Common Stock, of which Mr. Kuttner currently beneficially owns 1,500 shares of Common Stock pursuant to grants of restricted stock which have vested or will vest within 60 days and 2,499 shares of Common Stock issuable upon the exercise of stock options which have vested or will vest within 60 days.

Item 4. Purpose of Transaction.

Item 4 is hereby amended by replacing the second paragraph of Item 4 of the Original 13D with the following:

Mr. Kuttner has served as a director of the Issuer since June 22, 2006.

Item 5. Interest in Securities of the Issuer.

Section (a) of Item 5 is hereby amended and restated in its entirety as follows:

(a) As of December 23, 2009, Mr. Kuttner may be deemed to beneficially own an aggregate of 308,999 shares of Common Stock by virtue of the ownership of 6,500 shares of Common stock directly and 2,499 shares of Common Stock upon the exercise of stock options, 250,000 shares of Common Stock by K Holdings and 50,000 shares of Common Stock by HIL. The 308,999 shares of Common Stock deemed to be beneficially owned by Mr. Kuttner represents approximately 10.3% of the 2,997,456 shares of Common Stock outstanding as of December 22, 2009 (based on the number of shares of Common Stock outstanding as set forth in Section 3.2 of the Agreement and Plan of Merger by and among Crane Co., Crane Merger Co. and the Issuer, dated as of December 23, 2009 and filed as Exhibit 2.1 to the Issuer's Form 8-K filed with the Securities and Exchange Commission on December 23, 2009).

As of December 23, 2009, K Holdings may be deemed to beneficially own 250,000 shares of Common Stock, representing approximately 8.3% of the 2,997,456 shares of Common Stock outstanding as of December 22, 2009.

As of December 23, 2009, HIL may be deemed to beneficially own 50,000 shares of Common Stock, representing approximately 1.7% of the 2,997,456 shares of Common Stock outstanding as of December 22, 2009.

Section (b) of Item 5 is hereby amended by adding the following sentence to the end of the first paragraph thereof:

Mr. Kuttner has sole voting and dispositive power over the 6,500 shares of Common Stock he owns directly.





Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby amended by adding the following after the first paragraph thereof:

On December 23, 2009, Mr. Kuttner, K Holdings and HIL entered into the attached Tender and Voting Agreement with Crane Co., Crane Merger Co. and the Issuer, the terms of which are herein incorporated by reference.

Item 7. Material to be filed as Exhibits.

Item 7 is hereby amended to add the following:

Exhibit Tender and Voting Agreement, dated as of December 23, 2009, by and among Crane Co., Crane Merger Co.,  
3 Merrimac Industries, Inc., Ludwig G. Kuttner, K Holdings, LLC and Hampshire Investments, Limited.

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SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned, severally and not jointly, certifies that the information set forth in this statement is true, complete and correct.

Dated: December 29, 2009

/s/ Ludwig G. Kuttner

Ludwig G. Kuttner

Dated: December 29, 2009

K HOLDINGS, LLC

By:

/s/ Ludwig G. Kuttner

Name: Ludwig G. Kuttner

Title: Managing Member

Dated: December 29, 2009

HAMPSHIRE INVESTMENTS, LIMITED

By:

/s/ Ludwig G. Kuttner

Name: Ludwig G. Kuttner

Title: Managing Member