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MANUGISTICS GROUP INC
Form SC 13D
August 30, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934*

MANUGISTICS GROUP, INC.

(Name of Issuer)

Common Stock, \$0.002 Par Value

(Title of Class of Securities)

565011103

(CUSIP Number)

Scott A. Arenare, Esq.
Managing Director and General Counsel
Warburg Pincus LLC
466 Lexington Avenue
New York, New York 10017
(212) 878-0600

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copies to:

Steven J. Gartner, Esq.
Willkie Farr & Gallagher
787 Seventh Avenue
New York, NY 10019-6099
(212) 728-8000

August 21, 2002

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

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disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

 CUSIP No. 565011103

| | | | |
|--|--|--------------------------|--------------------|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION | | |
| | Warburg Pincus Private Equity VIII, L.P. | I.R.S. #13-4161869 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) | | (a) [] (b) [X] |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS (See Instructions) | | |
| | WC | | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) | | [] |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | |
| | Delaware | | |
| | 7 | SOLE VOTING POWER | |
| | | 0 | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | |
| | | 4,153,800 | |
| | 9 | SOLE DISPOSITIVE POWER | |
| | | 0 | |
| | 10 | SHARED DISPOSITIVE POWER | |
| | | 4,153,800 | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |

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4,153,800

| | | |
|----|---|-----|
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) | [] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 5.95% | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) | |
| | PN | |

SCHEDULE 13D

CUSIP No. 565011103

| | | |
|---|---|------------------------|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only) | |
| | Warburg, Pincus & Co. | I.R.S. #13-6358475 |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) | |
| | | (a) [] |
| | | (b) [X] |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (See Instructions) | |
| | N/A | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) | [] |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | New York | |
| | 7 | SOLE VOTING POWER |
| | 0 | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING | 8 | SHARED VOTING POWER |
| | | 4,153,800 |
| | 9 | SOLE DISPOSITIVE POWER |

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PERSON WITH

0

10 SHARED DISPOSITIVE POWER

4,153,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,153,800

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions) []

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

5.95%

14 TYPE OF REPORTING PERSON (See Instructions)

PN

SCHEDULE 13D

CUSIP No. 565011103

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Warburg Pincus LLC

I.R.S. #13-3536050

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

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| | | |
|---|--|--------------------------|
| | 0 | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER |
| | 4,153,800 | |
| | 9 | SOLE DISPOSITIVE POWER |
| | 0 | |
| | 10 | SHARED DISPOSITIVE POWER |
| | 4,153,800 | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 4,153,800 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [] | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 5.95% | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) | |
| | 00 | |

This Schedule 13D is being filed on behalf of Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII"), Warburg Pincus LLC, a New York limited liability company ("WP LLC"), and Warburg, Pincus & Co., a New York general partnership ("WP," and together with WP VIII and WP LLC, the "Reporting Persons"). The holdings of the Reporting Persons indicated in this Schedule 13D include the holdings of Warburg Pincus Netherlands Private Equity VIII C.V. I ("WPNPE VIII I"), Warburg Pincus Netherlands Private Equity VIII C.V. II ("WPNPE VIII II") and Warburg Pincus Germany Private Equity VIII KG ("WPGPE VIII", and together with WP VIII, WPNPE VIII I and WPNPE VIII II, the "Investors"). WP, WP LLC and the Investors are referred to in this Schedule 13D as the "Group Members".

The Group Members are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The agreement among the Group Members to file jointly (the "Joint Filing Agreement") is attached hereto as Exhibit 1. Unless the context otherwise requires, references herein to the "Common Stock" are to shares of common stock, par value \$0.002 per share of Manugistics Group, Inc., a Delaware corporation (the "Company"). Each Group Member disclaims beneficial ownership of all shares of Common Stock, other than those reported herein as being owned by it.

Item 1. Security and Issuer.

This statement on Schedule 13D relates to the Common Stock, and is being

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filed pursuant to Rule 13d-1 of the Exchange Act. The address of the principal executive offices of the Company is 9715 Key West Avenue, Rockville, Maryland 20850.

Item 2. Identity and Background.

(a) This statement is filed by the Group Members. The Group Members are deemed to be a group within the meaning of Rule 13d-5. The sole general partner of each Investor is WP. WP LLC manages each Investor. Lionel I. Pincus is the managing partner of WP and the managing member of WP LLC and may be deemed to control both WP and WP LLC. The general partners of WP and the members of WP LLC, and their respective business addresses and principal occupations, are set forth on Schedule I hereto.

(b) The address of the principal business and principal office of each of the Group Members is c/o 466 Lexington Avenue, New York, New York 10017.

(c) The principal business of each Investor is that of making private equity and related investments. The principal business of WP is acting as general partner of each of the Investors and certain other private equity funds. The principal business of WP LLC is acting as manager of each of the Investors and certain other private equity funds.

(d) None of the Group Members, nor, to the best of their knowledge, any of the directors, executive officers, control persons, general partners or members referred to in paragraph (a) above has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Group Members, nor, to the best of their knowledge, any of the directors, executive officers, control persons, general partners or members referred to in paragraphs (a) and (d) above has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future

violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of WPNPE VIII I and WPNPE VIII II is organized under the laws of the Netherlands. WPGPE VIII is organized under the laws of Germany. Except as otherwise indicated above or on Schedule I hereto, each of the individuals referred to in paragraphs (a) and (d) above is a United States citizen.

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

The total amount of funds used by each Investor to purchase the shares of Common Stock as described herein was furnished from the working capital of such Investor. The total amount of funds used by the Investors to purchase shares of Common Stock was \$14,458,891, net of brokerage commissions.

Item 4. Purpose of Transaction.

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The purchase by the Investors of beneficial ownership of the shares of Common Stock as described herein was effected because of the Reporting Persons' belief that the Company represents an attractive investment based on the Company's business prospects and strategy. Depending on prevailing market, economic and other conditions, the Reporting Persons may from time to time acquire additional securities of the Company, engage in discussions with the Company concerning further acquisitions of securities of the Company or otherwise invest in the Company or one or more of its subsidiaries. The Reporting Persons intend to review their investment in the Company on a continuing basis and, depending upon the price and availability of the Company's securities, subsequent developments concerning the Company, the Company's business and prospects, other investment and business opportunities available to the Reporting Persons, general stock market and economic conditions, tax considerations and other

factors considered relevant, may decide at any time to increase or decrease the size of their investment in the Company or to sell any or all of the securities of the Company that they hold.

Each of the Investors is a partnership engaged in making private equity and related investments. In connection with that business, the Reporting Persons frequently seek to make significant investments in the entities in which they invest. The Reporting Persons have followed the Company and the industry for many years and are supportive of the management team and its strategy. The Reporting Persons may in the future seek to engage in discussions with management of the Company concerning the possibility of a representative of the Reporting Persons becoming a member of the board of directors of the Company and/or concerning potential investments by the Reporting Persons in securities of the Company and/or its subsidiaries. Such discussions may relate to one or more the transactions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Other than as set forth above, none of the Reporting Persons has any present plans or proposals which relate to or would result in any transaction, change or event specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) Due to their respective relationships with the Investors and each other, each of the Reporting Persons may be deemed to beneficially own an aggregate of 4,153,800 shares of Common Stock as of August 29, 2002, by virtue of the Investors' ownership of such shares as of such date. The 4,153,800 shares of Common Stock which the Reporting Persons may be deemed to beneficially own represent approximately 5.95% of the 69,800,000 shares of Common Stock outstanding as of July 8, 2002 (based on the Company's Quarterly Report on Form 10-Q for the quarter ended May 31, 2002).

(b) Each of the Investors shares the power to vote or to direct the vote and to dispose or to direct the disposition of the 4,153,800 shares of Common Stock it may be deemed to beneficially own as of August 29, 2002. Each of the Reporting Persons shares with the Investors the power to vote or to direct the

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vote and to dispose or to direct the disposition of the 4,153,800 shares of Common Stock it may be deemed to beneficially own as of August 29, 2002.

(c) The Investors acquired shares of Common Stock in the open market transactions set forth on Schedule II attached hereto. Except as described on Schedule II, no transactions in Common Stock were effected during the last sixty days by the Reporting Persons or any of the persons set forth on Schedules I or in Item 2(d) hereto.

(d) Except as set forth in this Item 5, no person other than each respective record owner referred to herein of Common Stock is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such Common Stock.

(e) Not applicable.

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

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Group Members have entered into an agreement, attached hereto as Exhibit 1, with respect to the joint filing of this statement and any amendment or amendments hereto. Item 7. Material to be Filed as Exhibits

- 1. Joint Filing Agreement.

SIGNATURES

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

Dated: August 30, 2002

WARBURG PINCUS PRIVATE EQUITY VIII, L.P.

By: Warburg, Pincus & Co., General Partner

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

Dated: August 30, 2002

WARBURG, PINCUS & CO.

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

Dated: August 30, 2002

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

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Title: Managing Director

Dated: August 30, 2002

WARBURG PINCUS NETHERLANDS
PRIVATE EQUITY VIII C.V. I

By: Warburg, Pincus & Co.,
General Partner

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

Dated: August 30, 2002

WARBURG PINCUS NETHERLANDS
PRIVATE EQUITY VIII C.V. II

By: Warburg, Pincus & Co.,
General Partner

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

Dated: August 30, 2002

WARBURG PINCUS GERMANY
PRIVATE EQUITY VIII KG

By: Warburg, Pincus & Co.,
General Partner

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

SCHEDULE I

Set forth below is the name, position and present principal occupation of each of the general partners of Warburg, Pincus & Co. ("WP") and members of Warburg Pincus LLC ("WP LLC"). The sole general partner of Warburg Pincus Private Equity VIII, L.P. ("WP VIII") is WP. WP VIII, WP, and WP LLC are hereinafter collectively referred to as the "Reporting Entities". Except as otherwise indicated, the business address of each of such persons is 466 Lexington Avenue, New York, New York 10017, and each of such persons is a citizen of the United States.

GENERAL PARTNERS OF WP

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| NAME | PRESENT PRINCIPAL OCCUPATION IN ADDITION TO POSITION WITH WP, AND POSITIONS WITH THE REPORTING ENTITIES |
|---------------------|---|
| Joel Ackerman | Partner of WP; Member and Managing Director of WP LLC |
| Scott A. Arenare | Partner of WP; Member and Managing Director of WP LLC |
| Gregory Back | Partner of WP; Member and Managing Director of WP LLC |
| David Barr | Partner of WP; Member and Managing Director of WP LLC |
| Larry Bettino | Partner of WP; Member and Managing Director of WP LLC |
| Harold Brown | Partner of WP; Member and Managing Director of WP LLC |
| Sean D. Carney | Partner of WP; Member and Managing Director of WP LLC |
| Samantha C. Chen | Partner of WP; Member and Managing Director of WP LLC |
| Mark Colodny | Partner of WP; Member and Managing Director of WP LLC |
| Timothy J. Curt | Partner of WP; Member and Managing Director of WP LLC |
| W. Bowman Cutter | Partner of WP; Member and Managing Director of WP LLC |
| Cary J. Davis | Partner of WP; Member and Managing Director of WP LLC |
| Stephen Distler | Partner of WP; Member and Managing Director of WP LLC |
| Stewart K. P. Gross | Partner of WP; Member and Senior Managing Director of WP LLC |
| Patrick T. Hackett | Partner of WP; Member and Managing Director of WP LLC |
| Jeffrey A. Harris | Partner of WP; Member and Senior Managing Director of WP LLC |
| William H. Janeway | Partner of WP; Member and Vice Chairman of WP LLC |
| Peter R. Kagan | Partner of WP; Member and Managing Director of WP LLC |
| Charles R. Kaye | Partner of WP; Member, Co-President and Executive Managing Director of WP LLC |
| Henry Kressel | Partner of WP; Member and Senior Managing Director of WP LLC |
| Joseph P. Landy | Partner of WP; Member, Co-President and Executive Managing Director of WP LLC |
| Sidney Lapidus | Partner of WP; Member and Managing Director of WP LLC |
| Kewsong Lee | Partner of WP; Member and Managing Director of WP LLC |
| Jonathan S. Leff | Partner of WP; Member and Managing Director of WP LLC |
| Reuben S. Leibowitz | Partner of WP; Member and Managing Director of WP LLC |
| David E. Libowitz | Partner of WP; Member and Managing Director of WP LLC |
| Nancy Martin | Partner of WP; Member and Managing Director of WP LLC |

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| | |
|------------------------|--|
| Edward J. McKinley | Partner of WP; Member and Managing Director of WP LLC |
| Rodman W. Moorhead III | Partner of WP; Member and Managing Director of WP LLC |
| James Neary | Partner of WP; Member and Managing Director of WP LLC |
| Howard H. Newman | Partner of WP; Member and Vice Chairman of WP LLC |
| Gary D. Nusbaum | Partner of WP; Member and Managing Director of WP LLC |
| Dalip Pathak | Partner of WP; Member and Managing Director of WP LLC |
| Lionel I. Pincus | Managing Partner of WP; Managing Member and Chairman of WP LLC |
| Stan Raatz | Partner of WP; Member and Managing Director of WP LLC |
| John D. Santoleri | Partner of WP; Member and Managing Director of WP LLC |
| Henry B. Schacht | Partner of WP; Member and Managing Director of WP LLC (on leave of absence since October 2000) |
| Steven G. Schneider | Partner of WP; Member and Managing Director of WP LLC |

| NAME | PRESENT PRINCIPAL OCCUPATION IN ADDITION TO POSITION WITH WP, AND POSITIONS WITH THE REPORTING ENTITIES |
|-------------------------|---|
| Mimi Strouse | Partner of WP; Member and Managing Director of WP LLC |
| Barry Taylor | Partner of WP; Member and Managing Director of WP LLC |
| Wayne W. Tsou | Partner of WP; Member and Managing Director of WP LLC |
| John L. Vogelstein | Partner of WP; Member and Vice Chairman of WP LLC |
| John Vrolyk | Partner of WP; Member and Managing Director of WP LLC |
| Elizabeth H. Weatherman | Partner of WP; Member and Managing Director of WP LLC |
| David Wenstrup | Partner of WP; Member and Managing Director of WP LLC |
| Rosanne Zimmerman | Partner of WP; Member and Managing Director of WP LLC |
| Pincus & Co.* | |
| NL & Co.** | |

* New York limited partnership; primary activity is ownership interest in WP and WP LLC

** New York limited partnership; primary activity is ownership interest in WP

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MEMBERS OF WP LLC

| NAME | PRESENT PRINCIPAL OCCUPATION IN ADDITION TO POSITION WITH WP LLC, AND POSITIONS WITH THE REPORTING ENTITIES |
|----------------------|---|
| Joel Ackerman | Member and Managing Director of WP LLC; Partner of WP |
| Scott A. Arenare | Member and Managing Director of WP LLC; Partner of WP |
| Gregory Back | Member and Managing Director of WP LLC; Partner of WP |
| David Barr | Member and Managing Director of WP LLC; Partner of WP |
| Larry Bettino | Member and Managing Director of WP LLC, Partner of WP |
| Frank M. Brochin (1) | Member and Managing Director of WP LLC |
| Harold Brown | Member and Managing Director of WP LLC; Partner of WP |
| Sean D. Carney | Member and Managing Director of WP LLC; Partner of WP |
| Samantha C. Chen | Member and Managing Director of WP LLC; Partner of WP |
| Mark Colodny | Member and Managing Director of WP LLC; Partner of WP |
| Timothy J. Curt | Member and Managing Director of WP LLC; Partner of WP |
| W. Bowman Cutter | Member and Managing Director of WP LLC; Partner of WP |
| Cary J. Davis | Member and Managing Director of WP LLC; Partner of WP |
| Stephen Distler | Member and Managing Director of WP LLC; Partner of WP |
| Tetsuya Fukagawa (2) | Member and Managing Director of WP LLC |
| Makoto Fukuhara (2) | Member and Managing Director of WP LLC |
| Stewart K. P. Gross | Member and Senior Managing Director of WP LLC; Partner of WP |
| Alf Grunwald (3) | Member and Managing Director of WP LLC |
| Patrick T. Hackett | Member and Managing Director of WP LLC; Partner of WP |
| Jeffrey A. Harris | Member and Senior Managing Director of WP LLC; Partner of WP |
| Sung-Jin Hwang (4) | Member and Managing Director of WP LLC |
| Roberto Italia (5) | Member and Managing Director of WP LLC |
| William H. Janeway | Member and Vice Chairman of WP LLC; Partner of WP |

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| | |
|--------------------------|--|
| Peter R. Kagan | Member and Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| Charles R. Kaye | Member, Co-President and Executive Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| Rajesh Khanna (6) | Member and Managing Director of WP LLC |
| ----- | ----- |
| Henry Kressel | Member and Senior Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| Rajiv B. Lall (6) | Member and Managing Director of WP LLC |
| ----- | ----- |
| Joseph P. Landy | Member, Co-President and Executive Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| Sidney Lapidus | Member and Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| Kewsong Lee | Member and Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| Jonathan S. Leff | Member and Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| Reuben S. Leibowitz | Member and Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| David E. Libowitz | Member and Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| Nicholas J. Lowcock (7) | Member and Managing Director of WP LLC |
| ----- | ----- |
| John W. MacIntosh (8) | Member and Managing Director of WP LLC |
| ----- | ----- |
| Nancy Martin | Member and Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| Edward J. McKinley | Member and Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| Rodman W. Moorhead III | Member and Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| James Neary | Member and Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| Howard H. Newman | Member and Vice Chairman of WP LLC; Partner of WP |
| ----- | ----- |
| Gary D. Nusbaum | Member and Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| Dalip Pathak | Member and Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| Lionel I. Pincus | Managing Member and Chairman of WP LLC; Managing Partner of WP |
| ----- | ----- |
| Pulak Chandan Prasad (6) | Member and Managing Director of WP LLC |
| ----- | ----- |
| Stan Raatz | Member and Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| John D. Santoleri | Member and Managing Director of WP LLC; Partner of WP |
| ----- | ----- |
| Henry B. Schacht | Member and Managing Director of WP LLC; Partner of WP (on leave of absence since October 2000) |
| ----- | ----- |

MEMBERS OF WP LLC (continued)

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| NAME | PRESENT PRINCIPAL OCCUPATION IN ADDITION TO POSITION WITH WP LLC, AND POSITIONS WITH THE REPORTING ENTITIES |
|-------------------------|---|
| Steven G. Schneider | Member and Managing Director of WP LLC; Partner of WP |
| Joseph C. Schull (8) | Member and Managing Director of WP LLC |
| Melchior Stahl (3) | Member and Managing Director of WP LLC |
| Mimi Strouse | Member and Managing Director of WP LLC, Partner of WP |
| Chang Q. Sun (9) | Member and Managing Director of WP LLC |
| Barry Taylor | Member and Managing Director of WP LLC, Partner of WP |
| Wayne W. Tsou | Member and Managing Director of WP LLC, Partner of WP |
| John L. Vogelstein | Member and Vice Chairman of WP LLC; Partner of WP |
| John R. Vrolyk | Member and Managing Director of WP LLC; Partner of WP |
| Elizabeth H. Weatherman | Member and Managing Director of WP LLC; Partner of WP |
| David Wenstrup | Member and Managing Director of WP LLC; Partner of WP |
| Jeremy S. Young (7) | Member and Managing Director of WP LLC |
| Rosanne Zimmerman | Member and Managing Director of WP LLC; Partner of WP |
| Pincus & Co.* | |

- (1) Citizen of France
- (2) Citizen of Japan
- (3) Citizen of Germany
- (4) Citizen of Korea
- (5) Citizen of Italy
- (6) Citizen of India
- (7) Citizen of United Kingdom
- (8) Citizen of Canada
- (9) Citizen of China

* New York limited partnership; primary activity is ownership interest in WP and WP LLC

SCHEDULE II

| Date | # of Shares | Per Share Price | Total Cost (net of brokerage commissions) |
|-----------|-------------|-----------------|--|
| 7/29/2002 | 25,000 | \$3.8496 | \$96,240 |
| 7/30/2002 | 36,600 | \$3.9241 | \$143,622 |
| 7/31/2002 | 150,000 | \$4.1069 | \$616,035 |

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|-----------|-----------|----------|--------------|
| 8/1/2002 | 278,600 | \$3.7632 | \$1,048,428 |
| 8/2/2002 | 331,800 | \$3.3781 | \$1,120,854 |
| 8/5/2002 | 370,000 | \$3.2325 | \$1,196,025 |
| 8/6/2002 | 171,800 | \$3.4313 | \$589,497 |
| 8/7/2002 | 432,000 | \$3.4801 | \$1,503,403 |
| 8/8/2002 | 125,000 | \$3.5580 | \$444,750 |
| 8/9/2002 | 129,100 | \$3.5369 | \$456,614 |
| 8/12/2002 | 32,800 | \$3.4969 | \$114,698 |
| 8/13/2002 | 27,000 | \$3.5052 | \$94,640 |
| 8/14/2002 | 400,000 | \$2.8791 | \$1,151,640 |
| 8/15/2002 | 218,500 | \$3.1401 | \$686,112 |
| 8/16/2002 | 271,800 | \$3.1388 | \$853,126 |
| 8/19/2002 | 100,300 | \$3.1858 | \$319,536 |
| 8/20/2002 | 200,000 | \$3.6667 | \$733,340 |
| 8/21/2002 | 269,700 | \$3.8814 | \$1,046,814 |
| 8/22/2002 | 41,100 | \$3.8917 | \$159,949 |
| 8/23/2002 | 35,200 | \$3.8283 | \$134,756 |
| 8/26/2002 | 26,500 | \$3.9089 | \$103,586 |
| 8/27/2002 | 127,400 | \$3.9633 | \$504,924 |
| 8/28/2002 | 102,200 | \$3.6351 | \$371,507 |
| 8/29/2002 | 251,400 | \$3.8536 | \$968,795 |
| ----- | ----- | ----- | ----- |
| TOTAL | 4,153,800 | | \$14,458,891 |
| | ----- | | ----- |

Exhibit Index

Exhibit 1. Joint Filing Agreement.