

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PERFICIENT, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

74-2853258
(I.R.S. Employer
Identification Number)

1120 South Capital of Texas Highway
Building 3, Suite 220
Austin, Texas 78746
(Address of principal executive offices, including zip code)

Perficient, Inc. 1999 Stock Option/Stock Issuance Plan
(Full title of the plan)

John T. McDonald
1120 South Capital of Texas Highway
Building 3, Suite 220
Austin, Texas 78746
(512) 531-6000
(Name, address and telephone number, including area code, of agent for service)

Copies to:
J. Nixon Fox, III
Vinson & Elkins L.L.P.
The Terrace 7
2801 Via Fortuna, Suite 100
Austin, Texas 78746
(512) 542-8400
(512) 542-8612 (Fax)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock (par value \$0.001 per share)	3,960,063 shares	\$3.24	\$12,830,604.12	\$1,625.64

- (1) If, as a result of stock splits, stock dividends or similar transactions, the number of securities purported to be registered on this Registration Statement changes, the provisions of Rule 416 shall apply to this Registration Statement, and this Registration Statement shall be deemed to cover the additional securities resulting from the split of, or dividend on the securities covered by this Registration Statement.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act of 1933, using the average of the high and low trading prices of the Registrant's Common Stock reported on the Nasdaq SmallCap Market on September 1, 2004.

Part II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement is being filed, in accordance with General Instruction E to Form S-8, to register an additional 3,960,063 shares of common stock, par value \$0.001 per share, of Perficient, Inc., a Delaware corporation (the "Company"), that may be issued under the Perficient, Inc. 1999 Stock Option/Stock Issuance Plan (the "Plan"). The contents of the Company's Registration Statement on Form S-8 filed on July 31, 2000 (File Number 333-42626) registering 1,850,000 shares of stock under the Plan and the Company's Registration Statement on Form S-8 filed on December 21, 2001 (File Number 333-75666) registering an additional 1,379,000 shares of stock under the Plan are incorporated herein by reference.

Item 8. Exhibits.

Exhibit Number	Description
5.1	Opinion of Vinson & Elkins L.L.P.
23.1	Consent of Ernst & Young LLP
23.2	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1 hereto)
23.3	Consent of Grant Thornton LLP
24.1	Power of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Austin, State of Texas, on the 7th day of September, 2004.

PERFICIENT, INC.

By: /s/ John T. McDonald

John T. McDonald
Chief Executive Officer

By: /s/ Michael D. Hill

Michael D. Hill
Chief Financial Officer
Principal Accounting Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ John T. McDonald	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	September 7, 2004
John T. McDonald		
/s/ Michael D. Hill	Chief Financial Officer	September 7, 2004
Michael D. Hill		
	Director	September 7, 2004
David S. Lundeen		
/s/ Robert E. Pickering, Jr.*	Director	September 7, 2004
Robert E. Pickering, Jr.		
/s/ Max D. Hopper*	Director	September 7, 2004
Max D. Hopper		
/s/ Kenneth R. Johnsen*	Director	September 7, 2004
Kenneth R. Johnsen		
/s/ Ralph C. Derrickson*	Director	September 7, 2004
Ralph C. Derrickson		
*By: /s/ Michael D. Hill		
Michael D. Hill <i>Attorney-in-Fact</i>		

INDEX TO EXHIBITS

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QuickLinks

[Part II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT](#)

[Item 8. Exhibits.](#)

[SIGNATURES](#)

[INDEX TO EXHIBITS](#)

[VINSON & ELKINS logo]

VINSON & ELKINS L.L.P.
THE TERRACE 7
2801 VIA FORTUNA, SUITE 100
AUSTIN, TEXAS 78746
TELEPHONE (512) 542-8400
FAX (512) 542-8612
www.velaw.com

September 7, 2004

Perficient, Inc.
1120 S. Capital of Texas Highway
Building 3, Suite 220
Austin, TX 78746

Ladies and Gentlemen:

We have acted as counsel for Perficient, Inc., a Delaware corporation (the "**Company**"), with respect to certain legal matters in connection with the registration by the Company under the Securities Act of 1933, as amended (the "**Securities Act**"), of the offer and sale of up to 3,960,063 shares of Common Stock, par value \$0.001 per share (the "**Shares**"), pursuant to the Perficient, Inc. 1999 Stock Option/Stock Issuance Plan (the "**Plan**").

In connection herewith, we have examined or are familiar with the Plan, the Certificate of Incorporation of the Company, as amended, as in effect on the date hereof, the Bylaws of the Company as in effect on the date hereof, the corporate proceedings with respect to the approval of the Plans, and the Registration Statement on Form S-8 filed in connection with the registration of the Shares (the "**Registration Statement**"), and such other certificates, instruments and documents as we have considered necessary for purposes of this opinion letter.

Based upon the foregoing and subject to the limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued in accordance with the provisions of the agreements granting options under the Plan, will be validly issued and fully paid and non-assessable.

The foregoing opinion is limited to the laws of the State of Delaware and the federal laws of the United States of America.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations thereunder.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

QuickLinks

[Exhibit 5.1](#)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference of our report dated January 9, 2004, with respect to the consolidated financial statements of Perficient, Inc. in the Registration Statement (Form S-8) pertaining to the Perficient, Inc. 1999 Stock Option/Stock Issuance Plan included in its Annual Report, as amended, (Form 10-KSB/A) for the year ended December 31, 2003, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Austin, Texas
September 1, 2004

QuickLinks

[Exhibit 23.1](#)

[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated April 13, 2004 accompanying the consolidated financial statements of Meritage Technologies, Inc. and subsidiaries included in the Current Report, as amended, (Form 8-K/A) of Perficient, Inc. dated August 30, 2004 which are incorporated by reference in this Registration Statement. We hereby consent to the incorporation by reference of said reports in the Registration Statement of Perficient, Inc. on Form S-8 pertaining to the Perficient, Inc. 1999 Stock Option/Stock Issuance Plan.

/s/ Grant Thornton LLP

Cincinnati, Ohio
September 1, 2004

QuickLinks

[Exhibit 23.3](#)

[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)

POWER OF ATTORNEY

The undersigned director and/or officer of Perficient, Inc., a Delaware corporation (the "Company"), does hereby constitute and appoint John T. McDonald and Michael D. Hill, or any of them, as the undersigned's true and lawful attorneys in fact and agents to do any and all things in the undersigned's name and behalf in the undersigned's capacity as a director and/or officer of the Company, and to execute any and all instruments for the undersigned and in the undersigned's name and capacity as a director and/or officer that such person or persons may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission in connection with that certain Registration Statement on Form S-8 (the "Registration Statement") to register an additional 3,960,063 shares of common stock of the Company that may be issued under the Perficient, Inc. 1999 Stock Option/Stock Issuance Plan, but not limited to, power and authority to sign for the undersigned in the capacity as a director and/or officer of the Company the Registration Statement, and any and all amendments thereto, including post-effective amendments, and the undersigned does hereby ratify and confirm all that such person or persons shall do or cause to be done by virtue hereof.

/s/ ROBERT E. PICKERING, JR.

Printed Name: Robert E. Pickering, Jr.

Dated and effective as of August 30, 2004

POWER OF ATTORNEY

The undersigned director and/or officer of Perficient, Inc., a Delaware corporation (the "Company"), does hereby constitute and appoint John T. McDonald and Michael D. Hill, or any of them, as the undersigned's true and lawful attorneys in fact and agents to do any and all things in the undersigned's name and behalf in the undersigned's capacity as a director and/or officer of the Company, and to execute any and all instruments for the undersigned and in the undersigned's name and capacity as a director and/or officer that such person or persons may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission in connection with that certain Registration Statement on Form S-8 (the "Registration Statement") to register an additional 3,960,063 shares of common stock of the Company that may be issued under the Perficient, Inc. 1999 Stock Option/Stock Issuance Plan, but not limited to, power and authority to sign for the undersigned in the capacity as a director and/or officer of the Company the Registration Statement, and any and all amendments thereto, including post-effective amendments, and the undersigned does hereby ratify and confirm all that such person or persons shall do or cause to be done by virtue hereof.

/s/ MAX D. HOPPER

Printed Name: Max D. Hopper

Dated and effective as of August 30, 2004

POWER OF ATTORNEY

The undersigned director and/or officer of Perficient, Inc., a Delaware corporation (the "Company"), does hereby constitute and appoint John T. McDonald and Michael D. Hill, or any of them, as the undersigned's true and lawful attorneys in fact and agents to do any and all things in the undersigned's name and behalf in the undersigned's capacity as a director and/or officer of the Company, and to execute any and all instruments for the undersigned and in the undersigned's name and capacity as a director and/or officer that such person or persons may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission in connection with that certain Registration Statement on Form S-8 (the "Registration Statement") to register an additional 3,960,063 shares of common stock of the Company that may be issued under the Perficient, Inc. 1999 Stock Option/Stock Issuance Plan, but not limited to, power and authority to sign for the undersigned in the capacity as a director and/or officer of the Company the Registration Statement, and any and all amendments thereto, including post-effective amendments, and the undersigned does hereby ratify and confirm all that such person or persons shall do or cause to be done by virtue hereof.

/s/ KENNETH R. JOHNSEN

Printed Name: Kenneth R. Johnsen

Dated and effective as of August 30, 2004

POWER OF ATTORNEY

The undersigned director and/or officer of Perficient, Inc., a Delaware corporation (the "Company"), does hereby constitute and appoint John T. McDonald and Michael D. Hill, or any of them, as the undersigned's true and lawful attorneys in fact and agents to do any and all things in the undersigned's name and behalf in the undersigned's capacity as a director and/or officer of the Company, and to execute any and all instruments for the undersigned and in the undersigned's name and capacity as a director and/or officer that such person or persons may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission in connection with that certain Registration Statement on Form S-8 (the "Registration Statement") to register an additional 3,960,063 shares of common stock of the Company that may be issued under the Perficient, Inc. 1999 Stock Option/Stock Issuance Plan, but not limited to, power and authority to sign for the undersigned in the capacity as a director and/or officer of the Company the Registration Statement, and any and all amendments thereto, including post-effective amendments, and the undersigned does hereby ratify and confirm all that such person or persons shall do or cause to be done by virtue hereof.

/s/ Ralph C. Derrickson

Printed Name: Ralph C. Derrickson

Dated and effective as of September 7, 2004

QuickLinks

[Exhibit 24.1](#)

[POWER OF ATTORNEY](#)
[POWER OF ATTORNEY](#)
[POWER OF ATTORNEY](#)
[POWER OF ATTORNEY](#)