AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 12, 1999
REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM SB-2

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PERFICIENT, INC.

(NAME OF SMALL BUSINESS ISSUER IN ITS CHARTER)

DELAWARE	7371	74-2853258
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)	(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

PERFICIENT, INC.
7600-B NORTH CAPITAL OF TEXAS HIGHWAY, SUITE 220
AUSTIN, TEXAS 78731
(512) 306-7337
(ADDRESS AND TELEPHONE NUMBER OF PRINCIPAL EXECUTIVE OFFICES AND PRINCIPAL PLACE OF BUSINESS)

JOHN T. MCDONALD
CHIEF EXECUTIVE OFFICER
PERFICIENT, INC.
7600-B NORTH CAPITAL OF TEXAS HIGHWAY, SUITE 220
AUSTIN, TEXAS 78731
(512) 306-7337

(NAME, ADDRESS AND TELEPHONE NUMBER OF AGENT FOR SERVICE)

COPIES TO:

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after the effective date of this Registration Statement.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. / /

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE

Common Stock, par value $0.001.....	1,150,000(2)	$8.00	$9,200,000	$2,557.60
Representative's Warrants to Purchase Common Stock (3).....	100,000	--	--	
Common Stock Underlying the Representative's Warrants (4).....	100,000	$9.60	$960,000	$266.88
Total.....			$10,160,000	$2,824.48

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933.

(2) Includes 150,000 shares of Common Stock that the Underwriters have the option to purchase from the Registrant to cover over-allotments, if any.

(3) No fee required pursuant to Rule 457(g) under the Securities Act of 1933.

(4) Pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers such additional shares as may become issuable as a result of the anti-dilution provisions contained in the Representative's Warrants.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SUCH SECTION 8(a), MAY DETERMINE.

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SUBJECT TO COMPLETION DATED MAY 12, 1999

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL SECURITIES, AND WE ARE NOT SOLICITING OFFERS TO BUY SECURITIES, IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

[PERFICIENT LOGO]

1,000,000 SHARES

PERFICIENT, INC.

COMMON STOCK

This is an initial public offering of shares of Perficient, Inc. We anticipate that the initial public offering price will be between $7 and $8 per share.

Prior to this offering, there has been no public market for the common stock. Application will be made for quotation of the common stock on the Nasdaq SmallCap Market under the symbol "PRFT".

PLEASE SEE "RISK FACTORS" BEGINNING ON PAGE 5 TO READ ABOUT CERTAIN FACTORS YOU SHOULD CONSIDER BEFORE BUYING ANY SHARES OF COMMON STOCK.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY OTHER REGULATORY BODY HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	PER SHARE	TOTAL
Initial public offering price	$	$
Underwriting discount	$	$
Proceeds, before expenses, to Perficient	$	$

We granted the underwriters a 45-day option to purchase, under certain circumstances, up to an additional 150,000 shares of common stock at the initial public offering price less the underwriting discount.

The underwriters expect to deliver the shares against payment in New York, New York on or about , 1999.

GILFORD SECURITIES INCORPORATED

Prospectus dated , 1999.

[INSIDE COVER ARTWORK]

PROSPECTUS SUMMARY

YOU SHOULD READ THE FOLLOWING SUMMARY TOGETHER WITH THE MORE DETAILED INFORMATION AND OUR FINANCIAL STATEMENTS AND NOTES TO THOSE STATEMENTS APPEARING ELSEWHERE IN THIS PROSPECTUS.

PERFICIENT

We provide virtual professional services organizations to Internet software companies. A virtual professional services organization is a dedicated team of information technology professionals that plans, manages and executes software product implementations. This allows the Internet software companies we work with to focus on their core business of improving and selling their software without maintaining a large in-house professional services organization. We believe this enables them to bring products to market faster and respond more quickly to their end-user customer needs, which helps them achieve success in the marketplace.

We refer to the Internet software companies with which we work as "partners." Our partners license their Internet software products to their end-user customers. We then deploy a team that analyzes end-user customer goals and requirements, defines the scope of the implementation project, designs a project plan and installs, configures, implements and integrates our partner's Internet software products. Our partners are responsible for billing and collecting payments from their end-user customers and paying us for the services performed by our professional services organizations.

We established our first partner relationship with Vignette Corporation, an Internet relationship management company, in February 1998. We have recently established partner relationships with Interwoven, Inc., an enterprise Web production company, Motive Communications, Inc., a support chain automation company, and Ventix Systems Inc., a knowledge support company.

INDUSTRY BACKGROUND

With the recent explosion of Internet activity, an industry of Internet software companies has emerged. These companies develop software to perform or support Web-enabled interaction, whether between businesses or between businesses and consumers. Internet software includes software designed to facilitate, among others, the following tasks:

- customer relationship management
- e-commerce
- site analysis
- marketing automation
- knowledge management
- customer support
- e-mail management
- e-billing management

We focus on the Internet software market because we believe it exhibits the high-growth, intense competition and short product lifecycles that create a demand for our services. Forrester Research estimates that the market for Internet professional services will grow from $5.4 billion in 1998 to $32.7 billion in 2002, representing a compound annual growth rate of 56.9%.

STRATEGY

Our objective is to become the leading provider of virtual professional services organizations to rapidly growing Internet software companies. To achieve this objective, our strategy is to:

- focus on high-growth, service-intensive segments of the Internet software market;
- establish partner relationships with emerging leaders in identified high-growth segments;
- build and acquire a portfolio of high-growth, low-overhead dedicated boutique virtual professional services organizations; and

- support those boutique organizations through a national infrastructure that provides business development, partner service, human resources, performance appraisal, financial reporting and budgeting services.

OUR OFFICES

Our principal executive offices are located at 7600-B North Capital of Texas Highway, Austin, Texas 78731 and our telephone number is (512) 306-7337. Our Internet address is www.perficient.com. The information on our Web site is not incorporated by reference into, and does not constitute part of, this prospectus.

The name "Perficient" and the Perficient logo are trademarks of Perficient. All other trademarks, trade names or service marks of any other company appearing in this prospectus belong to their respective holders.

THE OFFERING

Shares offered by Perficient.....	1,000,000
Shares to be outstanding after this offering.....	3,500,000
Use of Proceeds.....	- Recruiting, training and equipping information technology professionals - Expanding our management and technology infrastructure - Expanding our physical facilities - Working capital and general corporate purposes
Proposed Nasdaq SmallCap Market Symbol.....	"PRFT"

Unless stated otherwise, all information in this prospectus:

gives effect to:

- a 1-for-5 reverse stock split of our common stock that was effected in connection with our reincorporation in Delaware;

and excludes:

- 420,334 shares of our common stock issuable upon the exercise of outstanding options;
- 279,666 shares of our common stock reserved for future issuance under our 1999 Stock Option/ Stock Issuance Plan;
- up to 100,000 shares of our common stock issuable upon the exercise of the Representative's warrants; and
- up to 150,000 shares of our common stock issuable upon the exercise of the underwriters' over-allotment option.

SUMMARY FINANCIAL INFORMATION

The following table summarizes the financial data for our business:

	PERIOD FROM SEPTEMBER 17, 1997 (INCEPTION) THROUGH DECEMBER 31, 1997	YEAR ENDED DECEMBER 31, 1998	THREE MONTHS ENDED MARCH 31,	
			1998	1999
			(UNAUDITED)	(UNAUDITED)
STATEMENT OF OPERATIONS DATA:				
Consulting revenues	$ --	$ 825,800	$ 38,971	$ 312,323
Total expenses	19,081	757,991	63,994	336,990
Income (loss) from operations	(19,081)	67,809	(25,023)	(24,667)
Net income (loss)	(12,069)	40,228	(15,765)	(20,332)
Basic and diluted net income (loss) per share (1)	(0.01)	0.02	(0.02)	(0.01)
Shares used in computing pro forma basic net income (loss) per share	1,000,000	1,750,000	1,000,000	2,500,000
Shares used in computing pro forma diluted net income (loss) per share (1)	1,008,333	1,874,000	1,043,333	2,886,333

The following table summarizes our balance sheet at March 31, 1999:

- on an actual basis; and
- on an as adjusted basis to reflect the sale of 1,000,000 shares of our common stock, after deducting underwriting discounts and estimated offering expenses payable by us.

	MARCH 31, 1999	
	ACTUAL	AS ADJUSTED
	(UNAUDITED)	(UNAUDITED)
BALANCE SHEET DATA:		
Working capital	$ 371,642	$ 6,371,642
Total assets	627,585	6,627,585
Total liabilities	219,758	219,758
Total stockholders' equity	407,827	6,407,827

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(1) See Note 3 of Notes to Financial Statements for the determination of shares used in computing basic and diluted net income (loss) per share.

RISK FACTORS

THIS OFFERING INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD CAREFULLY CONSIDER THE FOLLOWING RISKS AND THE OTHER INFORMATION IN THIS PROSPECTUS BEFORE DECIDING TO PURCHASE SHARES OF OUR COMMON STOCK.

OUR LIMITED OPERATING HISTORY MAKES EVALUATING OUR BUSINESS DIFFICULT

We began our business in September 1997 and we only began providing services on any significant basis in mid-1998 and primarily to only one partner. As a result, we have a limited operating history upon which you may evaluate our business and prospects. Companies in an early stage of development frequently encounter greater risks and unexpected expenses and difficulties. Our long-term success will depend on our ability to achieve satisfactory results for our partners and their end-user customers and to form long-term relationships with our partners. We have not been in operation long enough to judge whether our partners will perceive our work as being beneficial to their businesses or desire to form any long-term business relationships. Also, because of our limited operating history, our business reputation is based on a limited number of engagements. All of our partners have only limited experience with the services performed by our virtual professional services organizations. Accordingly, we cannot assure you that our partners will call upon us again in the future. Because of our limited operating history, it is difficult to evaluate whether we will be successful in forming such long-term relationships.

WE HAVE LOST MONEY DURING MOST OF THE QUARTERS DURING WHICH WE HAVE BEEN IN BUSINESS AND EXPECT TO LOSE MONEY IN THE FUTURE.

We have incurred operating losses in most of the quarters during which we have been in business. In future quarters, our operating results may not meet public market analysts' and investors' expectations. If that happens, the price of our common stock may fall. Many factors can cause these fluctuations, including:

- the number, size, timing and scope of our projects;
- customer concentration;
- long and unpredictable sales cycles;
- contract terms of projects;
- degrees of completion of projects;
- project delays or cancellations;
- competition for and utilization of employees;
- how well we estimate the resources we need to complete projects;
- the integration of acquired businesses;
- pricing changes in the industry; and
- economic conditions specific to the Internet and information technology consulting.

A high percentage of our operating expenses, particularly personnel and rent, are fixed in advance of any particular quarter. We expect to increase substantially our number of employees and our business infrastructure following this offering in anticipation of the growth of our marketing efforts. As a result, we will likely report losses for the immediate future and experience large variations in quarterly operating results and losses in any particular quarter.

THE LOSS OF SALES TO VIGNETTE CORPORATION WOULD HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS

Vignette Corporation accounted for 91% of our revenue during 1998 and 100% of our revenue during the three months ended March 31, 1999. Any termination of our relationship with Vignette would have a

material adverse effect on our operating results and financial condition. Our agreement with Vignette does not obligate Vignette to use our services, contains no minimum requirements and may be terminated at any time by Vignette. Vignette only retains our services on a case-by-case basis and may choose to use any other firm or provide the services that we perform for itself. Therefore, any downturn in Vignette's business or any shift in its decisions to continue to use our services could also result in substantially reduced sales by us.

OUR PARTNERS ARE NOT OBLIGATED TO USE OUR SERVICES

Our contracts with our partners do not obligate them to use our services. A partner may choose to use another consulting firm or perform the services we provide through an internal services organization at any time. Any termination of a relationship with a partner, or a partner's decision to employ other consulting firms or perform services in-house, could seriously harm our business. Many of our potential partners that are in the early stages of development may be unable to retain our services because of financial constraints. In addition, our existing partners can generally reduce the scope of or cancel their use of our services without penalty and with little or no notice. If a partner defers, modifies or cancels an engagement or chooses not to retain us for additional projects, we must be able to rapidly redeploy our employees to other engagements in order to minimize under-utilization of employees and the resulting harm to our operating results. Our operating expenses are relatively fixed and cannot be reduced on short notice to compensate for unanticipated variations in the number or size of engagements in progress. These factors make it difficult for us to predict our revenues and operating results. Our failure to accurately predict our revenues may seriously harm our financial condition and operating results because we incur costs based on our expectations of future revenues.

WE MAY ALIGN OURSELVES WITH PARTNERS THAT FAIL

In selecting our partners, we seek to identify Internet software companies which we believe will develop into market leaders. However, our partners compete in new and rapidly changing markets. In certain of these markets, only a few companies will survive. If we align ourselves with companies that fail to become market leaders, our business may suffer because our partners will not have significant demand for our services. We invest substantial resources to train our information technology professionals regarding the use and features of our partner's software and this investment will be lost if our partners fail.

WE HAVE AGREED NOT TO PERFORM SERVICES FOR COMPETITORS OF OUR PARTNERS WHICH LIMITS OUR POTENTIAL MARKET

We have agreed with each of our partners not to perform services for their competitors. These non-compete agreements substantially reduce the number of our prospective partners. In addition, these agreements increase the importance of our partner selection process because many of our partners compete in markets where only a limited number of companies gain significant market share. If we agree not to perform services for a particular partner's competitors and our partner fails to gain meaningful market share, we are unlikely to receive future material revenues in that particular market.

WE ARE FOCUSED SOLELY ON THE MARKET FOR INTERNET SOFTWARE

Our business is dependent upon continued growth in the use of the Internet by our partners, prospective partners and their end-user customers. If use of the Internet does not continue to grow, or grows more slowly than expected, our growth would decline and our business would be seriously harmed. There are a variety of unresolved issues concerning the Internet that may cause a downturn in the use of the Internet, including:

- lack of access and ease of use;

- congestion of Internet traffic;

- inconsistent quality of service;

- increases in access costs to the Internet;

- delays in the development of security and authentication technology;

- excessive governmental regulation;

- uncertainty regarding intellectual property ownership;

- reluctance to adopt new business methods; and

- costs associated with the obsolescence of existing infrastructure.

Any downturn in the market for Internet software would harm our business, financial condition and operating results.

WE INTEND TO INCREASE OUR OVERHEAD IN ORDER TO EXPAND OUR BUSINESS WHICH WILL LIKELY RESULT IN LOSSES

We expect to incur operating losses at least through the end of 1999. We plan to increase our expenditure on sales and marketing, infrastructure development, personnel and general and administrative in connection with our efforts to expand our business. As a result, we will need to generate significant revenues to achieve profitability. Even if we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis in the future. Although our revenues have grown in recent quarters, you should not view our historical growth rates as indicative of our future revenues.

WE MAY NOT GROW OR WE MAY BE UNABLE TO MANAGE OUR GROWTH

Our business plan is to rapidly expand the number of partners and teams of information technology professionals. However, we may not grow as planned or at all. If we do grow, such growth will place significant strains on our management personnel and other resources. It will be difficult to manage information technology professionals who will be widely dispersed around the country. In order to manage our growth, we will need to continue to improve our operational, administrative and accounting systems and to continue to attract, train, retain, motivate and manage our employees. In addition, our future success will depend in large part on our ability to maintain high rates of employee utilization, maintain project quality and meet delivery dates, while simultaneously increasing our number of projects and partners. If we are unable to manage our growth and projects effectively, our quality of services and ability to retain key personnel will be adversely affected, and our business could be harmed.

WE MAY NOT BE ABLE TO ATTRACT AND RETAIN INFORMATION TECHNOLOGY PROFESSIONALS WHICH COULD AFFECT OUR ABILITY TO COMPETE EFFECTIVELY

Our business is labor intensive. Accordingly, our success depends in large part upon our ability to attract, train, retain, motivate and manage highly skilled information technology professionals. Because of the recent rapid growth of the Internet, individuals who have Internet expertise and can perform the services we offer are scarce. Qualified information technology professionals are in great demand worldwide and are likely to remain a limited resource for the foreseeable future. Furthermore, there is a high rate of attrition among such personnel. Our business model requires that a significant number of our employees travel to end-customer sites to perform services, which may make a position with us less attractive to potential employees. Any inability to attract, train and retain highly skilled information technology professionals would impair our ability to adequately manage and staff our existing projects and to bid for or obtain new projects, which in turn would adversely affect our operating results. In addition, certain companies have adopted a strategy of suing or threatening to sue its former employees and their new employers. As we hire new employees from our current or potential competitors, we are likely to be

sued. Any such litigation, regardless of merit, could result in substantial costs and divert management's attention.

OUR BUSINESS MAY SUFFER IF WE LOSE OUR KEY PERSONNEL

We believe that our success will depend on the continued employment of our senior management team and key technical personnel, including our President, Bryan Menell, and our Chief Executive Officer, John T. McDonald. This dependence is particularly important in our business because personal relationships are a critical element of obtaining and maintaining our partners. If any of these people stop working for us, our level of management, technical, marketing and sales expertise could be significantly diminished. These people would be difficult to replace and our business could be seriously harmed.

OUR BUSINESS WILL BE NEGATIVELY AFFECTED IF WE DO NOT KEEP UP WITH RAPID TECHNOLOGICAL CHANGE, EVOLVING INDUSTRY STANDARDS OR CHANGING PARTNER REQUIREMENTS

The Internet professional services market is characterized by rapidly changing technology, evolving industry standards and changing partner needs. Accordingly, our future success will depend, in part, on our ability to:

- effectively use leading technologies;
- continue to develop our strategic and technical expertise;
- enhance our current services;
- develop new services that meet changing partner and end-user customer needs;
- advertise and market our services; and
- influence and respond to emerging industry standards and other technological changes.

All of these tasks must be accomplished in a timely and cost-effective manner. We cannot assure you that we will succeed in effectively doing any of these tasks and our failure to do so could have a material and adverse effect on our business, financial condition or results of operations.

WE MAY NEED TO RAISE ADDITIONAL CAPITAL THAT MAY NOT BE AVAILABLE ON SATISFACTORY TERMS

We anticipate that the net proceeds of this offering will be sufficient to fund our operations and capital requirements for at least 12 months following this offering. After that, we may need to raise additional funds. We cannot be certain that we will be able to obtain additional financing on favorable terms, if at all. If we need additional capital and cannot raise it on acceptable terms, we may not be able to:

- open new offices;
- hire, train and retain employees;
- respond to competitive pressures or unanticipated requirements; or
- pursue acquisition opportunities.

OUR QUARTERLY OPERATING RESULTS WILL BE VOLATILE AND MAY CAUSE OUR STOCK PRICE TO FLUCTUATE

Our quarterly revenue, expenses and operating results have varied significantly in the past and are likely to vary significantly from quarter to quarter in the future. Such quarterly fluctuations are based on a number of factors, including:

- The number, size, scope and contractual terms of projects in which we are engaged;

- Our ability to attract, train and retain skilled management and information technology professionals;

- Our employee utilization rates, including our ability to transition our information technology professionals from one project to another;

- Changes in our pricing policies;

- Our ability to manage costs; and

- Costs related to acquisitions of other businesses.

In addition, many factors affecting our operating results are outside of our control. Some of these factors include:

- Demand for Internet software;

- End-user customer budget cycles;

- Changes in end customers' desire for our partners' products and our services;

- Pricing changes in our industry;

- Government regulation and legal developments regarding the use of the Internet; and

- General economic conditions.

We derive all of our revenue from information technology professional services, which we generally provide on a time-and-materials basis. A large percentage of our operating expenses, particularly personnel and rent, are fixed in advance of any particular quarter. While the number of information technology professionals we employ may be adjusted to reflect active projects, such adjustments take time, and we must maintain a sufficient number of information technology professionals to oversee existing partner relationships and to focus on securing new partner relationships. As a result, unanticipated variations in our projects or in employee utilization rates may cause significant variations in our operating results in any particular quarter and could adversely affect our overall business and financial condition. Any failure to meet expectations of securities analysts or the market in general could adversely affect the market price of our common stock. Securities class action litigation is frequently brought against companies following a sharp decline in their stock price. Any such litigation, regardless of merit, could result in substantial costs and a diversion of our management's attention away from the operation of our business.

Although we have limited historical financial data, we expect that we will experience seasonal fluctuations in revenues. We expect that revenues in the quarter ending December 31 will typically be lower than our other quarters because there are fewer billable days in this quarter due to vacations and holidays. This seasonal trend may materially affect our quarter-to-quarter operating results.

OUR MARKET IS HIGHLY COMPETITIVE AND HAS LOW BARRIERS TO ENTRY

The market for services to Internet software companies is relatively new, intensely competitive, rapidly evolving and subject to rapid technological change. Our competitors include:

- Systems integrators, such as Cambridge Technology Partners, Sapient Corporation, Scient Corporation and Viant Corporation;

- Large consulting firms, such as Andersen Consulting and the consulting arms of the large accounting firms;

- Outsourcing firms, such as Computer Sciences Corporation, Electronic Data Systems and Perot Systems;

- Information technology staffing firms, such as Keane, Inc. and Renaissance Worldwide;

- Internet service firms, such as Proxicom, Inc. and USWeb Corporation; and

- In-house information technology departments of our current and potential partners.

We expect to face additional competition from new entrants into the market because there are relatively low barriers to entry into this market. Many of our current and potential competitors have longer operating histories, established reputations and greater financial, technical and marketing resources than we do. This may place us at a disadvantage in responding to our competitors' pricing strategies, technological advances, advertising campaigns, strategic partnerships and other initiatives. Many of our competitors have well-established relationships with our potential partners and have extensive knowledge of our industry. These competitors may be able to respond more quickly to new or emerging technologies and changes in customer requirements and devote more resources to the development, promotion and sale of their services than we can.

WE MAY NOT BE ABLE TO ESTABLISH THE PERFICIENT BRAND NAME

We hope to establish and maintain awareness of the Perficient brand name. We plan to increase our marketing expenses to promote our brand name, which may cause our operating margins to decline. Our brand may be closely associated with the success or failure of our high-profile partners. Such partners are pursuing new business opportunities in unproven markets. Any failure by one of our partners could also damage the Perficient brand name.

OUR REPUTATION MAY BE DAMAGED AND WE MAY BE HELD LIABLE IF WE DO NOT SATISFACTORILY PERFORM OUR SERVICES

Many of our projects are critical to the operations of our partner's end-customers' businesses. Our failure to meet an end-customer's expectations in the performance of our services could damage our reputation, result in a claim for damages and adversely affect our ability to attract new business. Unsatisfactory performance or unanticipated difficulties or delays in completing such projects may result in partner dissatisfaction and a reduction in payment to us or payment of damages by us. We may not be able to limit our liability, through contractual provisions, insurance or otherwise.

WE FACE RISKS ASSOCIATED WITH FINDING AND INTEGRATING ACQUISITIONS

A component of our growth strategy includes possibly acquiring other information technology consulting companies. Our success will depend in part on our ability to identify suitable acquisition candidates, acquire those companies on acceptable terms and integrate their operations successfully. Acquisitions would involve a number of potential risks including:

- Adverse effects on operating results from increased goodwill amortization, acquired in-process research and development, stock compensation expense and increased compensation expense attributable to newly hired employees;

- Diversion of management attention from other aspects of our business;

- Failure to retain acquired personnel;

- Harm to our reputation if an acquired company turns out to perform poorly; and

- Assumption of liabilities of acquired companies, including potentially hidden liabilities.

To the extent we use our available cash for acquisitions, we may not be able to obtain additional financing on favorable terms or at all. To the extent we use stock for acquisitions, such issuances will dilute the ownership of our existing stockholders.

THE PROPOSED ELIMINATION OF POOLING OF INTERESTS ACCOUNTING TREATMENT MAY MAKE ACQUISITIONS DETRIMENTAL TO OUR OPERATING RESULTS

The Financial Accounting Standards Board recently announced that it intends to eliminate the possibility of accounting for an acquisition as a pooling of interests. If we cannot account for an acquisition as a pooling of interests, we would be required to amortize the difference between the price paid for the acquired company and the book value of the acquired company over a period of years. This would reduce our reported net income and could depress the market price of our common stock.

YEAR 2000 RISKS MAY HARM OUR BUSINESS

Many older computer systems and software products currently in use are coded to accept only two digit entries in the date code field. These date code fields will need to accept four digit entries to distinguish the year 1900 from the year 2000. As a result, in less than 12 months, computer systems and software used by many companies will need to be upgraded to comply with such "Year 2000" requirements.

We believe that the purchasing patterns of end-customers may be affected by Year 2000 issues in a variety of ways. Many current or potential end-user customers of our partners and potential partners are expending significant resources to make their current systems Year 2000 compliant. Such expenditures may reduce the funds available to purchase our partners' software and pay for our implementation services in connection with such software.

We have discussed the Year 2000 issues with our partners. We are in the early stages of conducting a survey of our partners as to the Year 2000 compliance of their software. If we implement our partners' software that is not Year 2000 compliant, we may have liability to their end-user customers. Any such litigation, regardless of merit, could result in substantial costs and a diversion of our management's attention away from the operation of our business.

We have established procedures for evaluating and managing the risks and costs associated our internal systems and believe that our internal systems are currently Year 2000 compliant. The failure of our internal systems to operate without Year 2000 complications could harm our business and require us to incur significant unanticipated expenses to remedy any problems. In addition, we are subject to external forces that might generally affect industry and commerce, such as utility company Year 2000 compliance failures and related service interruptions.

Any of the foregoing, including costs of defending and resolving Year 2000-related disputes, reductions in software purchasing by our partners' potential end-user customers or our failure to adequately resolve any internal Year 2000 compliance issues could harm our business and adversely affect our operating results.

OUR SHARE PRICE MAY BE VOLATILE BECAUSE OUR SHARES HAVE NOT BEEN PUBLICLY TRADED BEFORE

Prior to this offering, you could not buy or sell our common stock publicly. An active public market for our common stock may not develop or be sustained after this offering. You may not be able to resell your shares at or above the initial public offering price due to a number of factors, including:

- fluctuations in our operating results;

- changes in expectations as to our future financial performance, including changes in financial estimates of securities analysts;

- increased competition;

- departures of key personnel; or

- operating and stock price performance of other comparable companies.

In addition, the stock market in general has recently experienced extreme volatility that often has been unrelated to the operating performance of particular companies. These broad market and industry fluctuations may adversely affect the trading price of our common stock regardless of our actual operating performance. You should read the "Underwriting" section of this prospectus for a more complete discussion of the factors to be considered in determining the initial public offering price.

WE ARE, AND WILL CONTINUE TO BE, CONTROLLED BY OUR OFFICERS AND DIRECTORS, WHICH COULD RESULT IN OUR TAKING ACTIONS THAT OTHER STOCKHOLDERS DO NOT APPROVE

Our executive officers, directors and existing 5% and greater stockholders will beneficially own or control, collectively, 2,380,892 shares of our common stock, representing approximately 68% of the voting power of our company, after this offering. After this offering, such persons, if they were to act together, would be in a position to elect and remove directors and control the outcome of most matters submitted to stockholders for a vote. Additionally, such persons would be able to significantly influence any proposed amendment to our charter, a merger proposal, a proposed sale of assets or other major corporate transaction or a non-negotiated takeover attempt. Such concentration of ownership may discourage a potential acquiror from making an offer to buy us, which, in turn, could adversely affect the market price of our common stock. You should read "Management," "Principal Stockholders" and "Description of Capital Stock" for more information on control of Perficient.

WE MAY INVEST OR SPEND THE PROCEEDS OF THIS OFFERING IN WAYS WITH WHICH YOU MAY NOT AGREE

We intend to use a large portion of the proceeds from this offering for working capital and general corporate purposes. Our management will therefore have a greater deal of discretion in determining how the proceeds are used. Furthermore, because of the number and variability of factors that determine our use of the net proceeds from this offering, we cannot assure you that these uses will not vary substantially from our current intentions. Pending these uses, we intend to invest the net proceeds from this offering in government securities and other short-term, investment-grade, interest-bearing instruments.

IT MAY BE DIFFICULT FOR ANOTHER COMPANY TO ACQUIRE US AND THIS COULD DEPRESS OUR STOCK PRICE

Provisions of our certificate of incorporation, bylaws and Delaware law could make it difficult for a third party to acquire us, even if doing so would be beneficial to our stockholders. You should read "Description of Capital Stock" for more information on the anti-takeover effect of provisions of our Certificate of Incorporation, Bylaws and Delaware law.

OUR BOARD OF DIRECTORS CAN ISSUE PREFERRED STOCK WITH RIGHTS ADVERSE TO THE HOLDERS OF COMMON STOCK

After the offering, our board of directors will be authorized, without further stockholder approval, to issue up to 5,000,000 shares of preferred stock with such rights, preferences and privileges as our board of directors may determine. Issuance of preferred stock with rights to distributions, voting rights or other rights superior to the common stock would be adverse to the holders of common stock.

PURCHASERS IN THIS OFFERING WILL INCUR IMMEDIATE AND SUBSTANTIAL DILUTION

The initial public offering price of our common stock will be substantially higher than the book value per share of our outstanding common stock. As a result, investors purchasing common stock in this offering will incur immediate and substantial dilution.

THE PRICE PER SHARE OF OUR COMMON STOCK IN THIS OFFERING MAY NOT BE INDICATIVE OF THE MARKET PRICE THAT WILL PREVAIL AFTER THIS OFFERING

Since our stock has not yet traded publicly, our management and the underwriters will negotiate the common stock's initial public offering price per share. The price they determine may not be indicative of the market price that will prevail after this offering. As a result, you may suffer a loss if the market price that prevails after this offering is less than the price you paid per share.

FUTURE SALES OF OUR COMMON STOCK IN THE PUBLIC MARKET COULD LOWER OUR STOCK PRICE AND IMPAIR OUR ABILITY TO RAISE FUNDS IN NEW STOCK OFFERINGS

Sales of a substantial number of shares of common stock after this offering could adversely affect the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities. For a description of the shares of our common stock that are available for future sale, see "Shares Eligible for Future Sale."

FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that involve substantial risks and uncertainties. You can identify these statements by forward-looking words such as "may," "will," "expect," "anticipate," "believe," "estimate" and "continue" or similar words. You should read statements that contain these words carefully because they discuss our future expectations, contain projections of our future operating results or of our financial condition or state other "forward-looking" information. We believe that it is important to communicate our future expectations to our investors. However, there may be events in the future that we are not able to accurately predict or control. The factors listed in the sections captioned "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," as well as any cautionary language in this prospectus, provide examples of risks, uncertainties and events that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements. Before you invest in our common stock, you should be aware that the occurrence of the events described in the "Risk Factors" section, the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section and elsewhere in this prospectus could have a material adverse effect on our business, operating results and financial condition.

USE OF PROCEEDS

Our net proceeds from the sale of the 1,000,000 shares of common stock we are offering hereby are estimated to be approximately $6,000,000 after deducting underwriting discounts and estimated offering expenses payable by us. If the underwriters exercise their over-allotment option in full, we estimate that the aggregate net proceeds will be approximately $7,000,000. We expect to use the net proceeds, assuming no exercise of the underwriters' over-allotment option, approximately as follows:

	APPROXIMATE DOLLAR AMOUNT	APPROXIMATE PERCENTAGE OF NET PROCEEDS
- - Recruiting, training and equipping information technology professionals	$ 1,800,000	30.0%
- - Expanding our management and technology infrastructure	1,000,000	16.7%
- - Expanding our physical facilities	350,000	5.8%
- - Working capital and general corporate purposes	2,850,000	47.5%
Total	$ 6,000,000	100.0%

RECRUITING, TRAINING AND EQUIPPING INFORMATION TECHNOLOGY PROFESSIONALS. Represents anticipated costs associated with hiring additional information technology professionals. We believe that we must hire and keep on staff a sufficient number of information technology professionals so that we may be able to respond quickly to the demands of our customers.

EXPANDING OUR MANAGEMENT AND TECHNOLOGY INFRASTRUCTURE. Represents costs associated with recruiting and compensating additional management personnel and the purchase of information systems and equipment to manage our planned growth.

EXPANDING OUR PHYSICAL FACILITIES. Represents costs associated with obtaining larger office space and possible additional offices to accommodate our planned growth.

WORKING CAPITAL AND GENERAL CORPORATE PURPOSES. Represents funds that may be used, among other things, to pay salaries, rent, trade payables, professional fees and other operating expenses. If opportunities arise, these funds may be used to acquire complementary businesses. We have no present understandings, commitments or agreements with respect to any acquisition.

The allocation of the net proceeds from this offering set forth above represents our best estimate based upon our currently proposed plans and assumptions relating to our operations and certain assumptions regarding general economic conditions. If any of these factors change, we may find it necessary or advisable to reallocate some of the proceeds within the above-described categories or to use portions for other purposes.

We anticipate that the net proceeds of this offering will be sufficient to fund our operations and capital requirements for at least 12 months following this offering. We cannot assure you, however, that such funds will not be expended earlier due to unanticipated changes in economic conditions or other circumstances that we cannot foresee. In the event our plans change or our assumptions change or prove to be inaccurate, we could be required to seek additional financing sooner than currently anticipated.

Pending such uses, we intend to invest the net proceeds from this offering in government securities and other short-term, investment-grade, interest-bearing instruments.

DIVIDEND POLICY

We have not declared or paid any cash dividends on our common stock and do not intend to pay any cash dividends on the common stock in the foreseeable future. We currently intend to retain future earnings, if any, to fund the development and growth of our business. Future dividends, if any, will be determined by our board of directors.

CAPITALIZATION

The following table sets forth our actual capitalization as of March 31, 1999. Our as adjusted capitalization reflects our sale of the 1,000,000 shares of common stock we are offering hereby at an assumed initial public offering price of $7.50 per share less underwriting discounts and estimated offering expenses payable by us:

	MARCH 31, 1999	
	ACTUAL	AS ADJUSTED
Stockholders' equity:		
Preferred Stock, $0.001 par value, 5,000,000 shares authorized; none outstanding actual; and none outstanding as adjusted	--	--
Common Stock, $0.001 par value, 20,000,000 shares authorized; 2,500,000 shares outstanding actual; and 3,500,000 shares outstanding as adjusted	$ 2,500	$ 3,500
Additional paid-in capital	397,500	6,396,500
Retained earnings	7,827	7,827
Total stockholders' equity	407,827	6,407,827
Total capitalization	$ 407,827	$ 6,407,827

Our stated number of shares of common stock outstanding does not include 100,000 shares of common stock reserved for issuance upon exercise of the representative's warrants and 420,334 shares of common stock issuable upon exercise of outstanding options at a weighted average exercise price of $0.69 per share.

DILUTION

Our net tangible book value as of March 31, 1999 was approximately $407,827, or $0.16 per share of common stock. Net tangible book value per share represents the amount of our total tangible assets reduced by the amount of our total liabilities, divided by the number of shares of common stock outstanding. After giving effect to our sale of 1,000,000 shares of common stock in this offering (at an assumed initial public offering price of $7.50 per share) and after deducting underwriting discounts and estimated offering expenses payable by us and the application of the net proceeds, our net tangible book value as adjusted as of March 31, 1999 would have been approximately $6,407,827, or $1.83 per share. This represents an immediate increase in net tangible book value of $1.67 per share to our existing stockholders and an immediate dilution of $5.67 per share to new investors purchasing shares of our common stock in this offering. The following table illustrates the per share dilution:

Assumed initial public offering price per share		$ 7.50
Net tangible book value per share as of March 31, 1999	$ 0.16	
Increase per share attributable to new investors	$ 1.67	
Net tangible book value per share after this offering		$ 1.83
Dilution per share to new investors		$ 5.67

Assuming the exercise in full of the underwriters' over-allotment option, our net tangible book value as adjusted as of March 31, 1999 would have been approximately $7,420,327, or $2.03 per share, representing an immediate increase in net tangible book value of $1.87 per share to our existing stockholders and an immediate dilution in net tangible book value of $5.47 per share to new investors.

The following table sets forth, as of March 31, 1999, the difference between existing stockholders and investors purchasing shares in this offering with respect to the number of shares purchased from us, the total consideration paid and the average price per share paid:

	SHARES PURCHASED		TOTAL CONSIDERATION		AVERAGE PRICE
	NUMBER	PERCENT	AMOUNT	PERCENT	PER SHARE
Existing stockholders	2,500,000	71.4%	$ 400,000	5.1%	$ 0.16
New investors	1,000,000	28.6%	$ 7,500,000	94.9%	$ 7.50
Total	3,500,000	100.0%	$ 7,900,000	100.0%	$ 2.26

This discussion and the foregoing tables assume no exercise of stock options outstanding as of March 31, 1999. Options to purchase 420,334 shares of common stock were outstanding as of March 31, 1999 at a weighted average exercise price of $0.69 per share. To the extent these options are exercised, new investors will experience further dilution.

SELECTED FINANCIAL DATA

The selected statement of operations data for the period from September 17, 1997 (Inception) through December 31, 1997 and for the year ended December 31, 1998 and the selected balance sheet data at the end of each such period have been derived from the audited financial statements included elsewhere in this prospectus. The unaudited statement of operations data for the three months ended March 31, 1998 and 1999 and the unaudited balance sheet data at March 31, 1998 and 1999 have been derived from unaudited financial statements also appearing herein which, in the opinion of management, include all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the financial position and results of operations for the unaudited interim periods. The operating results for the three months ended March 31, 1999 are not necessarily indicative of the results that may be expected for the full fiscal year ending December 31, 1999 or for any subsequent period. The data presented below should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the financial statements and accompanying notes thereto appearing elsewhere in the prospectus.

	PERIOD FROM SEPTEMBER 17, 1997 (INCEPTION) THROUGH DECEMBER 31, 1997	YEAR ENDED DECEMBER 31, 1998	THREE MONTHS ENDED MARCH 31,	
			1998	1999
			(UNAUDITED)	(UNAUDITED)
STATEMENT OF OPERATIONS DATA:				
Consulting revenues:	$ --	$ 825,800	$ 38,971	$ 312,323
Operating costs and expenses:				
Cost of consulting revenues	--	400,977	32,433	199,130
Selling, general and administrative	19,081	357,014	31,561	137,860
Total expenses	19,081	757,991	63,994	336,990
Income (loss) before income taxes	(19,081)	67,809	(25,023)	(24,667)
Provision (benefit) for income taxes	(7,012)	27,581	(9,258)	(4,335)
Net income (loss)	12,069)	40,228	(15,765)	(20,332)
Pro forma net income (loss) per share	$ (0.01)	$ 0.02	$ (0.02)	$ (0.01)
Shares used in computing pro forma net income (loss) per share	1,000,000	2,000,000	1,000,000	2,500,000

	AS OF DECEMBER 31, 1997	AS OF DECEMBER 31, 1998	AS OF MARCH 31,	
			1998	1999
			(UNAUDITED)	(UNAUDITED)
BALANCE SHEET DATA:				
Working capital	$ 21,435	$ 137,459	$ (10,381)	$ 371,642
Total assets	37,931	230,007	72,526	627,585
Total liabilities	--	51,848	50,365	219,758
Total stockholders equity	37,931	178,159	22,161	407,827

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

THE FOLLOWING DISCUSSION AND ANALYSIS OF OUR FINANCIAL CONDITION AND RESULTS OF OPERATIONS SHOULD BE READ IN CONJUNCTION WITH OUR FINANCIAL STATEMENTS AND NOTES THERETO AND THE OTHER FINANCIAL INFORMATION INCLUDED ELSEWHERE IN THIS PROSPECTUS. IN ADDITION TO HISTORICAL INFORMATION, THIS MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS AND OTHER PARTS OF THIS PROSPECTUS CONTAIN FORWARD-LOOKING INFORMATION THAT INVOLVE RISKS AND UNCERTAINTIES. OUR ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE ANTICIPATED BY SUCH FORWARD-LOOKING INFORMATION AS A RESULT OF CERTAIN FACTORS, INCLUDING BUT NOT LIMITED TO, THOSE SET FORTH UNDER"RISK FACTORS" AND ELSEWHERE IN THIS PROSPECTUS.

We were incorporated in September 1997 and began generating revenue in February 1998. We generate revenues from professional services performed for end-user customers of our partners and associated reimbursable out-of-pocket expenses. To date, our limited number of partners have consisted of Internet software companies and we expect that Internet software companies will comprise our partners for the foreseeable future. Our contractual relationships are with our partners rather than their end-user customers. We perform services on a time-and-materials basis and are reimbursed for expenses. We recognize revenue for fees as services are performed and reimbursable expenses as incurred.

We established our first partner relationship with Vignette in February 1998 and we have generated only limited revenues from our other partners. As of April 30, 1999, we had completed 15 projects for end-user customers of Vignette. During the first four months of 1999, we established partner relationships with three additional Internet software companies. Most of our revenues for the near future are expected to be derived from Vignette with much smaller portions derived from these newer partner relationships. As a result, our revenues and operating results are subject to substantial variations based on Vignette's sales and the frequency with which we are chosen to perform services for Vignette's end-user customers. Our agreement with Vignette may be terminated at any time by Vignette or us. The agreement does not obligate Vignette to use our services for any minimum amount or at all, and Vignette may use the services of our competitors. Nevertheless, we are restricted, for as long as the agreement is in place, from performing services for Vignette's competitors.

Our plan is to establish additional partner relationships with Internet software companies and increase our number of information technology professionals. In connection with our planned expansion, we expect to undertake an expansive growth program following the offering and to incur substantial expenses in anticipation of identifying and being retained by new partners. Therefore, we expect that we will continue to incur losses through at least the remainder of 1999. We plan to spend significant amounts on:

- Recruiting, training and equipping information technology professionals;

- Expanding our management and technology infrastructure;

- Expanding our physical facilities; and

- Working capital and general corporate purposes.

Our number of information technology professionals increased from zero at December 31, 1997 to eight at December 31, 1998 and to 12 at March 31, 1999. We expect our number of information technology professionals to grow significantly during the next 12 months. Mr. McDonald, our Chief Executive Officer, has not been paid a salary to date and has agreed that he will not be paid a salary until July 16, 1999. Our personnel costs represent a high percentage of our operating expenses and are relatively fixed in advance of each quarter. Accordingly, if revenues do not increase at a rate equal to expenses, we will incur continuing losses and our business, financial condition, operating results and liquidity could be materially and adversely affected.

RESULTS OF OPERATIONS

THREE MONTHS ENDED MARCH 31, 1998 AND MARCH 31, 1999

CONSULTING REVENUES. Revenues increased from $39,000 for the three months ended March 31, 1998 to $312,000 for the three months ended March 31, 1999. The increase in revenues reflected the increase in the number of projects performed and in the number of information technology professionals employed. We only commenced operations during the first three months of 1998, and therefore, do not believe that the periods are comparable. Our revenues for the three months ended March 31, 1999 consisted of $266,000 in fees generated by our information technology professionals and $46,000 of reimbursable expenses. During the period ended March 31, 1999, all of our revenues came from Vignette.

COST OF CONSULTING REVENUES. Cost of revenues consist primarily of salaries and benefits for information technology professionals assigned to projects, training costs and reimbursable expenses. The number of our information technology professionals increased from one for the three months ended March 31, 1998 to 12 for the three months ended March 31, 1999.

SELLING, GENERAL AND ADMINISTRATIVE. Selling, general and administrative consist primarily of marketing activities to solicit partners, salaries and benefits, travel costs and non-reimbursable expenses. Selling, general and administrative expenses increased from $32,000 for the three months ended March 31, 1998 to $127,000 for the three months ended March 31, 1999. The increase in selling, general and administrative expenses was related to our increased marketing activities to solicit additional partners and to overhead costs necessary to support the growth in our workforce. We expect these expenses to increase in absolute dollar amounts in connection with our planned expansion. These costs also increased due to an increase in an officer's salary from a nominal amount to a higher level for the periods ended March 31, 1998 and 1999, respectively.

PERIOD FROM SEPTEMBER 17, 1997 (INCEPTION) THROUGH DECEMBER 31, 1997 AND FISCAL YEAR ENDED DECEMBER 31, 1998

CONSULTING REVENUES. We were incorporated in September 1997 and were in a start-up phase stage during 1997. We generated no revenues during 1997 and, therefore, management does not believe that 1997 is comparable to 1998. Our revenues during 1998 were $825,000. Such revenues consisted of $693,000 in fees and $132,000 of reimbursable out-of-pocket expenses. Ninety-one percent of such revenues came from Vignette during 1998.

COST OF CONSULTING REVENUES. Cost of revenues increased from $0 to $401,000 for 1997 and 1998, respectively. The number of our information technology professionals increased from zero on December 31, 1997 to eight on December 31, 1998. Cost of revenues for 1998 was approximately 49% of revenues. We expect cost of revenues to increase in absolute dollar amounts as we hire additional information technology professionals.

SELLING, GENERAL AND ADMINISTRATIVE. Selling, general and administrative expenses were $19,000 and $357,000 for 1997 and 1998, respectively. The increase in selling, general and administrative expenses was related to our increased marketing activities to solicit additional partners and to overhead costs necessary to support the growth in our workforce. We expect these expenses to increase in absolute dollar amounts in connection with our planned expansion.

LIQUIDITY AND CAPITAL RESOURCES

Since inception, we have financed our operations primarily through equity financings and bank borrowings. Through March 31, 1999, we have raised $400,000 from private sales of our common stock. We also have an agreement with a bank which allows us to borrow up to $300,000 against our qualifying

accounts receivables. Borrowings under this agreement will bear interest at 15% per annum. As of March 31, 1999, there was $173,487 borrowed under this loan agreement.

Our negative cash flow from operating activities was $56,000 in 1998 and $100,000 for the three months ended March 31, 1999. The increasing negative cash flow in 1999 resulted from higher expenses attributable to our continued expansion of our operations, which were only slightly offset by a modest increase in revenues and collection of accounts receivable.

As of March 31, 1999, we had $97,000 in cash and working capital of $372,000. We anticipate that the net proceeds of this offering will be sufficient to fund our operations and capital requirements for at least 12 months following this offering. However, because of our expansion and growth plans and the increased spending that will accompany any growth, we expect to experience operating losses and negative cash flow from operations during 1999. The timing and amount of our capital requirements will depend on a number of factors, including demand for our services, the need to develop new partner relationships, competitive pressures and the availability of complementary businesses that we may wish to acquire.

If our capital is insufficient to fund our activities in either the short or long term, we may need to raise additional funds. If we raise additional funds through the issuance of equity securities, our existing stockholders' percentage ownership will be diluted. Such equity securities may also have rights superior to our common stock. Additional debt or equity financing may not be available when needed or on satisfactory terms. If adequate funds are not available on acceptable terms, we may be unable to expand our services, respond to competition or continue our operations.

YEAR 2000

Many currently installed computer systems and software products are coded to accept or recognize only two digit entries in the date code field. These systems and software products will need to accept four digit entries to distinguish the year 2000 from the year 1900. As a result, computer systems and software used by many companies and governmental agencies may need to be upgraded to comply with such Year 2000 requirements to avoid system failures or miscalculations causing disruptions of normal business activities.

STATE OF READINESS

We have made a preliminary assessment of the Year 2000 readiness of our operating, financial and administrative systems. The assessment plan consists of:

- determining our material hardware and software;

- assessing repair or replacement requirements;

- repairing or replacing non-compliant hardware and software; and

- creating contingency plans in the event of Year 2000 failures.

Since third parties developed the operating, financial and administrative systems that we use, steps will be taken to ensure that these third-party systems are Year 2000 compliant. We plan to confirm this compliance through a combination of representations by these third parties of their products' Year 2000 compliance and specific testing of these systems. We plan to complete this process prior to the end of the third quarter of 1999. Until such testing is completed, we will not be able to completely evaluate whether our systems will need to be revised or replaced.

We have contacted our partners to determine the extent to which they are vulnerable to Year 2000 risks. We have not made a full assessment of the extent to which our partners might be vulnerable to Year 2000 risks.

COSTS

To date, we have incurred immaterial costs on Year 2000 compliance issues. Most of our expenses are related to, and are expected to continue to be related to, the operating costs associated with time spent by employees in the evaluation process and Year 2000 compliance matters generally. Such expenses, if higher than anticipated, could have a material adverse effect on our business, results of operations and financial condition.

YEAR 2000 RISKS

We are not currently aware of any Year 2000 problems relating to our operating, financial and administrative systems that would have a material adverse effect on our business, results of operations or financial condition. However, we may discover Year 2000 problems in the future or Year 2000 problems may go undetected. Our failure to fix or replace these services on a timely basis could result in lost revenues, increased operating costs or the loss of customers and other business interruptions.

If we fail to provide Year 2000 compliant solutions to the end-user customers of our partners, we may incur reputational harm and legal liability. Furthermore, if our partners fail to fix or replace any Year 2000 non-compliant software products or their internal systems on a timely basis, it could result in an indirect adverse effect on our business, financial condition and results of operation.

In addition, there can be no assurance that governmental agencies, utility companies, third-party service providers and others outside of our control will be Year 2000 compliant. The failure by such entities to be Year 2000 compliant could result in a systematic failure beyond our control such as a transportation systems, telecommunications or electrical failure, which could also prevent us from delivering our services to our partners' end-user customers.

BUSINESS

YOU SHOULD READ THE FOLLOWING DESCRIPTION OF OUR BUSINESS IN CONJUNCTION WITH THE INFORMATION INCLUDED ELSEWHERE IN THIS PROSPECTUS. THIS DESCRIPTION CONTAINS CERTAIN FORWARD-LOOKING STATEMENTS THAT INVOLVE RISKS AND UNCERTAINTIES. OUR ACTUAL RESULTS COULD DIFFER SIGNIFICANTLY FROM THE RESULTS DISCUSSED IN THE FORWARD-LOOKING STATEMENTS AS A RESULT OF CERTAIN OF THE FACTORS SET FORTH IN "RISK FACTORS" AND ELSEWHERE IN THIS PROSPECTUS.

OVERVIEW

We provide virtual professional services organizations to Internet software companies. A virtual professional services organization is a dedicated team of information technology professionals that plans, manages and executes software product implementations. This allows the Internet software companies we work with to focus on their core business of improving and selling their software without maintaining a large in-house professional services organization. We believe this enables them to bring products to market faster and respond more quickly to their end-user customer needs, which helps them achieve success in the marketplace.

We refer to the Internet software companies with which we work as "partners." Our partners license their Internet software products to their end-user customers. We then deploy a team that analyzes end-user customer goals and requirements, defines the scope of the implementation project, designs a project plan and installs, configures, implements and integrates our partner's Internet software products. Our partners are responsible for billing and collecting payments from their end-user customers and paying us for the services performed by our professional services organizations.

We established our first partner relationship with Vignette Corporation, an Internet relationship management company, in February 1998. We have recently established partner relationships with Interwoven, Inc., an enterprise Web production company, Motive Communications, Inc., a support chain automation company, and Ventix Systems Inc., a knowledge support company.

Our strategy is to continue to build, through both internal growth and acquisitions, a variety of teams of information technology professionals, each of which is focused on the products of a particular emerging Internet software company. These teams share services designed to support business development, partner service, human resources, performance appraisals, financial reporting and budgeting. Each team participates in a standardized program designed to build and share institutional knowledge regarding the best practices for various applications. We believe this strategy will enable us to maintain an organization with minimal overhead that is focused and responsive to our partners and their end-user customers, and capable of achieving significant growth. In addition, we believe this structure will facilitate the efficient acquisition of existing boutique professional services firms and their integration into our business model.

INDUSTRY BACKGROUND AND LIMITATIONS OF TRADITIONAL APPROACHES

Increasing numbers of individuals and businesses now use the Internet to search for information, communicate with others, conduct business and seek entertainment. With the recent explosion of Internet activity, an industry of Internet software companies has emerged. These companies develop software to perform or support Web-enabled interaction, whether between businesses or between businesses and consumers. We focus on the Internet software market because we believe it exhibits the high-growth, intense competition and short product lifecycles that create a demand for our services. Forrester Research estimates that the market for Internet professional services will grow from $5.4 billion in 1998 to $32.7 billion in 2002, representing a compound annual growth rate of 56.9%.

Internet software includes software designed to facilitate, among others, the following tasks:

- CUSTOMER RELATIONSHIP MANAGEMENT--manages the relationship that a consumer has with a business over the Internet.

- E-COMMERCE--allows people to purchase goods and services over the Internet.

- SITE ANALYSIS--collects and analyzes customer interactions with the Internet in order to customize the behavior of the Web-site the next time the customer visits.

- MARKETING AUTOMATION--enables marketing campaigns over the Internet (or through e-mail) to attract or retain potential customers to a Web site.

- KNOWLEDGE MANAGEMENT--manages and presents business knowledge to Internet users.

- CUSTOMER SUPPORT--allows Internet users to support themselves and resolve their own issues by presenting knowledge and information to them in text, video and audio.

- E-MAIL MANAGEMENT--manages high volume e-mail traffic.

- E-BILLING MANAGEMENT--presents bills to customers through the Internet, thereby decreasing billing costs and improving cash management.

Internet software requires substantial configuration in order for the user to realize its full benefits because each business user has its own unique requirements, infrastructure and business processes. Emerging Internet software companies which are focused on product innovation may not be inclined or able to devote resources to integrate and implement their software with a customer's existing computer systems and software. To address the need to have their products properly implemented, software companies have tried several alternatives:

- hire and maintain an in-house professional services organization;

- employ various individual independent contractors; and

- engage large consulting firms.

These alternatives present a variety of problems. Hiring and maintaining an in-house staff of information technology professionals requires a significant investment of time and money. It also increases a company's fixed personnel costs so that any downturn in the software company's business will result in greater losses because these costs cannot be reduced to match revenues in the short term. Managing a group of independent contractors also requires a significant amount of time and results may be unpredictable. Large consulting firms may be expensive and we believe, may only find it attractive to provide services when technology has become widely used. Furthermore, we believe that large consulting firms may work with several competing software companies, raising concerns over loyalty and confidentiality.

SOLUTION

We believe that the growing markets for Internet software combined with the limitations of these alternatives combine to create a significant market opportunity. Our virtual professional services organizations provide the following advantages to our partners:

- REDUCED COSTS. Each of our partners may save money by minimizing the size of its in-house professional services organization. We expect to be able to manage fluctuations in services demand associated with any one partner if we can develop a portfolio of Internet software partners. We can reallocate our information technology professionals as our partners' needs change.

- ALIGNED INCENTIVES. We intend to invest a significant amount of time in each of our partners and, by virtue of our assignments being likely to increase if their business grows, we will have a vested interest in their success. We have agreed in the past and may agree in the future to not work for our partners' competitors.

- DEDICATED INFORMATION TECHNOLOGY PROFESSIONALS. We intend to dedicate a team of our information technology professionals to master each particular partner's software products, enabling them to

provide higher quality of service to our partners and their end-user customers. If we can provide services across a spectrum of software customers, we can harvest best practices knowledge, build development frameworks to increase productivity, generate a project delivery methodology and create a learning organization in a way that a group of unaffiliated independent contractors cannot.

- FOCUS ON CORE BUSINESS. Our partners can remain focused on their core business of developing and selling high-quality software, while leveraging a small, focused internal services organization across more customers with better success than building and maintaining a large internal full-time staff.

STRATEGY

Our objective is to become the leading provider of virtual professional service organizations to rapidly growing Internet software companies. To achieve this objective, our strategy is to:

FOCUS ON HIGH-GROWTH, SERVICE-INTENSIVE SEGMENTS OF THE INTERNET SOFTWARE MARKET

We view Internet software as the most attractive sector of the software industry. Within the Internet software market, we will try to identify segments that we believe will grow rapidly and will require significant services. We focus on Internet software so that we can more readily acquire leading-edge specialized skills that are in high demand in the marketplace. We intend to leverage our accumulated technical talent and stay current on the best methodology for solving problems that are consistently encountered in the Internet software arena.

ESTABLISH PARTNER RELATIONSHIPS WITH EMERGING LEADERS IN IDENTIFIED HIGH-GROWTH SEGMENTS

Once we identify an attractive segment of the Internet software market, we will focus on establishing a partner relationship with an emerging leader in that segment. We will initially identify potential partners before their products are accepted as mainstream. If any partner's products meet with widespread success, we will have the benefit of a pre-existing dedicated team, established working relationship and strong track record of success. We believe these factors will allow us to compete effectively with larger consulting firms.

BUILD AND ACQUIRE A PORTFOLIO OF HIGH-GROWTH, LOW OVERHEAD DEDICATED BOUTIQUE VIRTUAL PROFESSIONAL SERVICES ORGANIZATIONS

Our strategy is to build, through both internal growth and acquisitions, a portfolio of boutique virtual professional services organizations, each dedicated to deploying the products of a particular Internet software partner. We believe that we may improve the performance of any acquired companies by relieving them of many of the administrative burdens of running their business, such as human resources, financial reporting and budgeting, performance appraisals and knowledge sharing.

BUILD A NATIONAL INFRASTRUCTURE TO LEVERAGE ECONOMIES OF SCALE

Each virtual professional services organization will utilize the services of the centralized corporate support structure. This will allow our information technology professionals to remain focused on generating revenue. These economies of scale include centrally-provided services such as business development programs, partner support assistance, human resources, financial reporting and budgeting, performance appraisals and a standardized program to design, build and share institutional knowledge regarding the best practices for various applications.

SERVICES AND SUPPORT

Our partners license their Internet software products to their end-user customers. We then deploy a team that analyzes the end-user customer goals and requirements, defines the scope of the implementation

project, designs a project plan and installs, configures, implements and integrates our partner's Internet software products. In connection with providing our services, we may perform the following activities:

- PROJECT SCOPING--define end-user customer's broad goals for the software.

- PROJECT DEFINITION--document in detail the specific business requirements.

- GAP ANALYSIS--determine the gap between what our partner's software product does when installed and the end-user customer's specific business requirements.

- PROJECT PLANNING--create a detailed work plan that defines specific tasks, timelines, human resources, costs and contingencies.

- IMPLEMENTATION--configure our partner's software and write new software programs to adapt our partner's software to the end-user customer's needs.

- COMPONENT TESTING--test the installed software at the individual component level.

- INTEGRATION--write new software programs to allow our partner's software to communicate with the end-user customer's existing information system.

- SYSTEM TESTING--test the installed software on a system-wide level.

- TRAINING--teach the end-user customer's personnel how to operate our partner's software.

- MONITORING--monitor the performance of the software over the initial period following deployment.

In addition to implementation and integration services, we also provide formal feedback to our partners. This enables them to improve their products so they may be deployed more rapidly and with higher quality.

OUR PARTNERS

We established our first partner relationship with Vignette in April 1998. Vignette is a leading provider of Internet relationship management software designed to enable businesses to create interactive Web-sites. When retained by Vignette, we adapt Vignette's software to its end-user customer's needs. Vignette works with a variety of partners worldwide in the areas of systems integration, consulting, reselling and technology integration. As of April 30, 1999, we have completed 15 projects for end-user customers of Vignette. From inception through March 31, 1999, Vignette has accounted for 93% of our revenue.

Our arrangement with Vignette allows Vignette to issue assignment orders to us, but they are not committed to use our services. We are paid for time and materials and are reimbursed for expenses. The agreement may be terminated by Vignette or us at any time upon minimal notice. Upon termination, we remain obligated to complete any unfinished assignments. The agreement also provides that we will not work for Vignette's competitors and neither party may hire the other party's employees. Our chairman of the board, Steven G. Papermaster, sits on the board of directors of Vignette.

We have recently added three additional partners: Motive Software, a provider of support chain automation, Interwoven, a provider of enterprise web production software and Ventix, a provider of knowledge support software. Our partner relationships with these three companies have only recently begun to generate revenues. Our contracts with each of these companies is similar to our contract with Vignette and none of these companies is obligated to use our services.

SALES AND MARKETING

Since our partners sell their software and our services to their end-user customers, our sales and marketing consists of soliciting new partners and expanding our relationships with existing partners. Our

senior management identifies attractive segments of the Internet software market and evaluates the emerging companies competing in that segment. Once we have identified a company that we believe will become a market leader within that segment, our senior management attempts to establish a partner relationship. Once a partner relationship is established, we assign a Relationship Director to interact with that partner. A Relationship Director is responsible for coordinating projects on behalf of a partner and convincing a partner to use our services more often.

We have two people involved in sales and marketing on a full-time basis. We typically encounter sales cycles ranging from two to six months from our initial meeting with a prospective partner. We also market our services by establishing informal relationships with venture capital firms, accounting firms, law firms and other service providers that work with emerging Internet software companies. These relationships help us identify and form partner relationships with emerging companies.

COMPETITION

We compete in the Internet professional services market which is relatively new and intensely competitive. We expect competition to intensify as the market further develops and evolves. The principal competitive factors in our market include quality of service, speed of implementation, price and reputation. We believe that our competitors fall into several categories, including:

- Systems integrators, such as Cambridge Technology Partners, Sapient Corporation, Scient Corporation and Viant Corporation;

- Large consulting firms, such as Andersen Consulting and the consulting arms of the large accounting firms;

- Outsourcing firms, such as Computer Sciences Corporation, Electronic Data Systems and Perot Systems;

- Information technology staffing firms, such as Keane, Inc. and Renaissance Worldwide;

- Internet service firms, such as Proxicom, Inc. and USWeb Corporation; and

- In-house information technology departments of our current and potential partners.

In addition, there are relatively low barriers to entry into this market and we expect to face additional competition from new entrants.

Most of our competitors have longer operating histories, larger client bases, greater name recognition and possess significantly greater financial, technical and marketing resources than we do. As a result, our competitors may be able to better attract Internet software companies to which we market our services and adapt more quickly to new technologies or evolving customer requirements. Many competitive factors are outside of our control, such as the ability of our competitors to hire, retain and motivate qualified information technology professionals.

EMPLOYEES

Our most important assets are our information technology professionals that perform services for our partners' end-customers. We are dedicated to hiring, developing and retaining these individuals. Because our partners tend to be emerging leaders, our information technology professionals have an opportunity to work with the latest in cutting-edge information technology. This helps us recruit superior professionals, who actively seek these types of assignments. We foster professional development by training our information technology professionals in the skills critical to successful consulting engagements such as implementation methodology and project management. We hire information technology professionals based upon their skills and abilities, as opposed to proximity to end-user customers. We only require that

our professionals live close to major metropolitan airports. This allows us to hire talented people from smaller markets and gives them project opportunities that their home city may not provide.

Significant competition exists for employees with the skills required to perform the services we offer. Qualified information technology professionals are in great demand and are likely to remain a limited resource for the foreseeable future.

As of May 1, 1999, we had 19 full-time employees, 9 of whom are based at our Austin, Texas headquarters. Of our total employees, 12 were information technology professionals and 7 were involved in sales, general administration and marketing. Our employees are not represented by any collective bargaining unit, and we have never experienced a work stoppage. We believe our employee relations are good.

PROPERTIES

We lease approximately 950 square feet of office space in Austin, Texas from Powershift Ventures, LLC, under a month to month lease. The rent is currently $2,200 per month. Our Chairman of the Board, Steven G. Papermaster, is the president and a beneficial owner of Powershift Ventures, LLC.

LEGAL PROCEEDINGS

We are not involved in any material legal proceedings.

EXECUTIVE OFFICERS, DIRECTORS AND KEY EMPLOYEES

Our executive officers, directors and key employees of the Company, and their ages as of March 31, 1999, are as follows:

NAME	AGE	POSITION WITH THE COMPANY
John T. McDonald	35	Chief Executive Officer and Director
Bryan R. Menell	33	Founder, President and Director
John A. Hinners	42	Chief Financial Officer and Vice President
Barry Demak	33	Vice President of Business Development
Steven G. Papermaster	40	Chairman of the Board
David S. Lundeen	37	Director

MR. MCDONALD joined Perficient in April 1999 as its Chief Executive Officer. Since October 1998, Mr. McDonald has been the president of Beekman Ventures, Inc., a New York-based firm specializing in private equity investments in technology companies. From April 1996 to October 1998, Mr. McDonald was president of VideoSite, Inc., a multimedia software company that is currently a subsidiary of GTECH Corporation. GTECH acquired VideoSite in October 1997, 18 months after Mr. McDonald became VideoSite's president. From May 1995 to April 1996, Mr. McDonald was a Principal with Zilkha & Co., a New York-based merchant banking firm. From June 1993 to April 1996, Mr. McDonald served in various positions at Blockbuster Entertainment Group, including Director of Corporate Development and Vice President, Strategic Planning and Corporate Development of NewLeaf Entertainment Corporation, a joint venture between Blockbuster and International Business Machines Corporation. From 1987 to 1993, Mr. McDonald was an attorney with Skadden, Arps, Slate, Meagher & Flom in New York focusing on mergers and acquisitions and corporate finance. Mr. McDonald received a B.A. in Economics from Fordham University in 1984 and a J.D. from Fordham Law School in 1987.

MR. MENELL founded Perficient in September 1997 and has served as its President since inception. In 1991, Mr. Menell founded Exact Systems, Inc., a similar business providing services to customer management software vendors. Exact was acquired by BSG Corporation ("BSG"), a systems integrator specializing in emerging technologies, in January 1996. Mr. Menell continued to operate Exact's business as a subsidiary of BSG until July 1997. Prior to founding Exact, Mr. Menell worked as an independent consultant and as a consultant for Andersen Consulting. Mr. Menell studied Business and Management Information Systems at California State University at Chico.

MR. HINNERS joined Perficient in April 1999 as Chief Financial Officer and Vice President. From March 1998 until joining Perficient, Mr. Hinners independently provided financial consulting services primarily to start-up software companies. From October 1994 to February 1998, he was Managing Director-Finance and Administration of BSG Alliance/IT, Inc., a subsidiary of BSG. During this period, Mr. Hinners was responsible for operational and financial management of international subsidiaries and joint ventures, as well as financial review and management of acquisitions and large transactions. From August 1988 through September 1994, he served as Chief Financial Officer of such subsidiary. Mr. Hinners received a B.B.A. in Finance in 1979 and an M.B.A. in Accounting in 1981 from the University of Texas at Austin.

MR. DEMAK joined Perficient in July 1998 as the Vice President of Business Development. From May 1996 until joining Perficient, Mr. Demak was Manager, Worldwide Sales Operations at Cadence Design Systems, Inc., a provider of design and consulting services and technology to electronics companies. From August 1995 to May 1996, Mr. Demak was one of the initial managers in KPMG's Strategic Sales Automation practice. Before joining KPMG and since May 1992, Mr. Demak was responsible for sales and

marketing for Metropolis Software from May 1992. Mr. Demak received a B.B.A. in Marketing and Finance from the University of Michigan in 1988.

MR. PAPERMASTER joined Perficient in April 1998 as a director and became Chairman in May 1999. He is also the Chairman of Powershift Group, an Austin-based technology venture development company. Mr. Papermaster is also a co-founder and the Chief Executive Officer of Agillion.com, Inc., an Internet business service provider. From 1987 to December 1997, Mr. Papermaster was the founder, chairman and Chief Executive Officer of BSG. Mr. Papermaster received a B.A. in Finance from the University of Texas at Austin in 1981 and began his career as a consultant with Arthur Andersen & Co. in the Management Information Consulting Division. He also serves as a member of the board of directors of Vignette and various privately-held companies.

MR. LUNDEEN joined Perficient in April 1998 as a director. Mr. Lundeen is now and has been since June 1997, a partner with Watershed Capital, a venture capital firm in Mountain View, California. From June 1995 to June 1997, he served as the chief financial officer and chief operating officer of BSG. Prior to that period, Mr. Lundeen served as president of Blockbuster Technology and as vice president of finance of Blockbuster Video. Mr. Lundeen received a B.S. in Engineering from the University of Michigan in 1984 and an M.B.A. from the University of Chicago in 1988.

BOARD COMPOSITION AND COMMITTEES

We currently have four directors, each serving a term until the next annual meeting of stockholders. We expect to have two additional individuals serving as directors within a short period of time. These two directors will qualify as outside directors.

Gilford Securities Incorporated may designate one person for election to our board for the next three years. Gilford has not yet designated any persons to the board. In the event Gilford does not elect to designate a board nominee, then Gilford may designate one person to attend meetings of our board as an observer during such three year period.

Upon appointment of these two additional directors, we will establish a compensation committee and an audit committee. The compensation committee will make recommendations to the board concerning salaries and incentive compensation for our officers and employees and administer our 1999 Stock Option/ Stock Issuance Plan. The audit committee will make recommendations to the board of directors regarding the selection of independent auditors, review the results and scope of audits and other accounting-related services and reviews and evaluate our internal control functions. At each annual meeting of stockholders, six directors will be elected by the holders of the common stock, with the six nominees receiving the greatest number of votes serving as directors.

DIRECTOR COMPENSATION

Directors receive no cash remuneration for serving on the board of directors but are reimbursed for reasonable expenses incurred by them in attending board and committee meetings.

LIMITATION OF LIABILITY AND INDEMNIFICATION MATTERS

Our bylaws provide for mandatory indemnification of directors and officers to the fullest extent permitted by Delaware law. Prior to consummation of this offering, we intend to obtain additional directors' and officers' liability insurance and expect to enter into indemnity agreements with all of our directors and executive officers. In addition, our certificate of incorporation limits the liability of our directors to us or to our stockholders for breaches of the directors' fiduciary duties to the fullest extent permitted by Delaware law.

EMPLOYMENT ARRANGEMENTS

Mr. McDonald has not been paid a salary to date and has agreed that he will not receive a salary until after July 16, 1999. Mr. McDonald and Mr. Menell have agreed to enter into employment agreements with us. The agreements will each provide for a monthly salary of $10,000 and one year's severance pay if we terminate them without cause. Additionally, Mr. McDonald and Mr. Menell have each agreed to refrain from competing with us for a period of two years following the termination of their employment.

We have a letter agreement with Mr. Hinners concerning his employment. Under this agreement, if Mr. Hinners is terminated or his job responsibilities are significantly reduced or if he is required to relocate following a change-in-control of Perficient, his stock options will become fully vested six months after the change-in-control event. Mr. Hinners will receive six-months' severance pay for any termination without cause.

EXECUTIVE COMPENSATION

The following Summary Compensation Table sets forth the compensation earned by Perficient's current President, who served as our Chief Executive Officer during 1998, for services rendered in all capacities during 1998 (the "Named Executive Officer"). No individual employed by Perficient received salary and bonus in excess of $100,000 during 1998.

SUMMARY COMPENSATION TABLE

		ANNUAL COMPENSATION		
NAME AND PRINCIPAL POSITIONS	YEAR	SALARY	BONUS	OTHER ANNUAL COMPENSATION
Bryan R. Menell ..... Chief Executive Officer and Director	1998	$ 80,000	--	--

401(k) PROFIT SHARING PLAN

We have adopted a 401(k) Profit Sharing Plan. Our 401(k) plan is available to all employees who have attained age 21. An employee may contribute, on a pre-tax basis, up to 20% of his or her wages, subject to limitations specified under the Internal Revenue Code. Under the terms of our 401(k) plan, we may make a discretionary matching contribution equal to a percentage of the employee's contribution to the 401(k) Profit Sharing Plan and a discretionary amount determined annually by us and divided among eligible participants based upon an employee's annual compensation in relation to the aggregate annual compensation of all eligible participants. Contributions are allocated to each employee's individual account and are, at the employee's election, invested in one, all or some combination of the investment funds available under the 401(k) Profit Sharing Plan. Employee contributions are fully vested and non-forfeitable. Any matching or discretionary contributions vest 25% for each year of service. To date, we have not made any matching contributions under the 401(k) Profit Sharing Plan.

1999 STOCK OPTION/STOCK ISSUANCE PLAN

Our 1999 Stock Option/Stock Issuance Plan was adopted by the board of directors and approved by our stockholders on May 3, 1999. The plan became effective upon its adoption by the board.

We have reserved 279,666 shares of our common stock for issuance under the 1999 Stock Option/ Stock Issuance Plan. However, in no event may any one participant in the 1999 Stock Option/Stock Issuance Plan receive option grants or direct stock issuances for more than 75,000 shares in the aggregate per calendar year.

The 1999 Stock Option/Stock Issuance Plan has three separate programs: (i) the discretionary option grant program under which eligible individuals in our employ or service (including officers, non-employee

board members and consultants) may be granted options to purchase shares of our common stock, (ii) the stock issuance program under which such individuals may be issued shares of common stock directly, through the purchase of such shares or as a bonus tied to the performance of services and (iii) the automatic option grant program under which option grants will automatically be made at periodic intervals to eligible non-employee board members.

The discretionary option grant and stock issuance programs will be administered by the compensation committee of our board of directors. This committee will determine which eligible individuals are to receive option grants or stock issuances, the time or times when such option grants or stock issuances are to be made, the number of shares subject to each such grant or issuance, the exercise or purchase price for each such grant or issuance, the status of any granted option as either an incentive stock option or a non-statutory stock option under the federal tax laws, the vesting schedule to be in effect for the option grant or stock issuance and the maximum term for which any granted option is to remain outstanding. Neither the compensation committee nor the board will exercise any administrative discretion with respect to option grants made under the automatic option grant program for the non-employee board members.

The exercise price for the options may be paid in cash or in shares of our common stock valued at fair market value on the exercise date. The option may also be exercised through a same-day sale program without any cash outlay by the optionee. In addition, the compensation committee may allow a participant to pay the option exercise price or direct issue price (and any associated withholding taxes incurred in connection with the acquisition of shares) with a full-recourse, interest-bearing promissory note.

In the event that we are acquired, whether by merger or asset sale or board-approved sale by the stockholders of more than 50% of our voting stock, each outstanding option under the discretionary option grant program which is not to be assumed by the successor corporation or otherwise continued will automatically accelerate in full, and all unvested shares under the discretionary option grant and stock issuance programs will immediately vest, except to the extent our repurchase rights with respect to those shares are to be assigned to the successor corporation or otherwise continued in effect. The compensation committee may grant options under the discretionary option grant program which will accelerate in the acquisition even if the options are assumed or which will accelerate if the optionee's service is subsequently terminated. The compensation committee may grant options and issue shares which accelerate in connection with a hostile change in control effected through a successful tender offer for more than 50% of our outstanding voting stock or by proxy contest for the election of board members) or the options and shares may accelerate upon a subsequent termination of the individual's service.

Stock appreciation rights may be issued under the discretionary option grant program which will provide the holders with the election to surrender their outstanding options for an appreciation distribution from us equal to the fair market value of the vested shares subject to the surrendered option less the aggregate exercise price payable for such shares. Such appreciation distribution may be made in cash or in shares of our common stock.

The compensation committee has the authority to cancel outstanding options under the discretionary option grant in return for the grant of new options for the same or different number of option shares with an exercise price per share based upon the fair market value of the common stock on the new grant date.

Under the automatic option grant program, each individual who first joins our board of directors after the effective date of this offering as a non-employee board member will automatically be granted an option for 10,000 shares of our common stock at the time of his or her commencement of board service. In addition, on the date of each annual stockholders meeting, beginning with the 2000 meeting, each individual who is to continue to serve as a non-employee board member and was not a member of our board prior to this offering will receive an option grant to purchase 5,000 shares of our common stock, provided he or she has served on the board at least six months. Each of these options will be fully-vested upon grant.

Limited stock appreciation rights will automatically be included as part of each grant made under the automatic option grant program and may be granted to one or more officers as part of their option grants under the discretionary option grant program. Options with such a limited stock appreciation right may be surrendered to us upon the successful completion of a hostile tender offer for more than 50% of our outstanding voting stock. In return for the surrendered option, the optionee will be entitled to a cash distribution from us in an amount per surrendered option share equal to the highest price per share of common stock paid in connection with the tender offer less the exercise price payable for such share.

The board may amend of modify the 1999 Stock Option/Stock Issuance Plan at any time, subject to any required stockholder approval. The 1999 Stock Option/Stock Issuance Plan will terminate no later than May 2, 2009.

OTHER STOCK OPTION GRANTS

Prior to the adoption of our 1999 Stock Option/Stock Issuance Plan, we granted options to purchase shares of our common stock to employees and a recruiting consultant. None of these options have been exercised, and options are currently outstanding to purchase 420,334 shares of our common stock at exercise prices ranging from $0.05 to $4.00 per share.

Mr. Hinners, our Chief Financial Officer, was granted an option to purchase 60,000 shares of our common stock on January 1, 1999 at an exercise price of $0.50 per share in connection with consulting services performed for us during 1998. This option may be exercised in installments: for 20,000 shares on January 1, 2000 and for an additional 5,000 shares at the end of each three-month period following January 1, 2000.

CERTAIN TRANSACTIONS

SALES OF SECURITIES

Within the last two years, we have made the following sales of our common stock in transactions that were not registered under the Securities Act of 1933:

- On September 17, 1997, we sold 1,000,000 shares to Mr. Menell for $50,000.
- On April 15, 1998, we sold an aggregate of 340,000 shares to Powershift Ventures, LLC and Mr. Lundeen for an aggregate purchase price of $34,000.
- On June 10, 1998, we sold an aggregate of 330,000 shares to Powershift Ventures, LLC and Mr. Lundeen for an aggregate purchase price of $33,000.
- On July 15, 1998, we sold an aggregate of 330,000 shares to Powershift Ventures, LLC and Mr. Lundeen for an aggregate purchase price of $33,000.
- On January 12, 1999, we sold an aggregate of 500,000 shares to Beekman Ventures, Inc.; Mr. Hinners and Mr. Lundeen and certain other persons for an aggregate purchase price of $250,000.

Mr. Papermaster, our Chairman of the Board, is the president of Powershift Ventures, LLC and a general partner of Powershift Ventures, L.P.

Mr. McDonald, our Chief Executive Officer, is the president and sole stockholder of Beekman Ventures, Inc.

STOCKHOLDERS' AGREEMENT

Mr. Lundeen, Mr. Menell, Powershift Ventures, L.P. and Perficient are parties to a stockholders agreement. Under this agreement, Mr. Menell, Mr. Lundeen and Mr. Papermaster were elected and currently serve as directors. In addition, certain significant corporate actions may only be taken if unanimously approved by the board of directors. Under this agreement, Powershift Ventures, L.P. and Mr. Lundeen have certain information rights and rights of first refusal. This agreement will terminate immediately prior to the closing of this offering.

POWERSHIFT SUBLEASE

We sublease office space on a month-to-month basis from Powershift Ventures, LLC, of which Mr. Papermaster is president and a beneficial owner. We pay rent of $2,200 a month.

VIGNETTE RELATIONSHIP

Mr. Papermaster serves on the board of directors of Vignette Corporation, our largest partner.

FUTURE TRANSACTIONS

All future transactions, including loans, if any, between the Company and its officers, directors, principal stockholders and their affiliates, are required by the board to be approved by a majority of the board, including a majority of the independent and disinterested outside directors on the board, and will be on terms no less favorable to us than could be obtained from unaffiliated third parties.

PRINCIPAL STOCKHOLDERS

The following table sets forth certain information regarding the beneficial ownership of our common stock as of May 10, 1999 by:

- each person or entity who is known by us to own beneficially more than five percent of the common stock;
- each of the our directors;
- Mr. Menell, our President; and
- all executive officers and directors as a group.

	SHARES BENEFICIALLY OWNED PRIOR TO OFFERING(2)		SHARES BENEFICIALLY OWNED AFTER OFFERING(2)	
NAME AND ADDRESS OF BENEFICIAL OWNER(1)	NUMBER	PERCENT	NUMBER	PERCENT
Powershift Ventures, L.P.	650,000	26.0%	650,000	18.6%
Beekman Ventures, Inc. 850 Third Avenue New York, NY 10022	612,892	24.5	612,892	17.5
Bryan R. Menell	500,000	20.0	500,000	14.3
John T. McDonald(3) 525 East 72nd Street New York, NY 10021	612,892	24.5	612,892	17.5
Steven G. Papermaster(4)	828,750	33.2	828,750	23.7
David S. Lundeen	389,250	15.6	389,250	11.1
Directors and executive officers as a group (6 persons)	2,380,892	95.2	2,380,892	68.0

(1) Unless otherwise indicated, the address of each person or entity is 7600-B N. Capital of Texas Highway, Austin, Texas 78731.

(2) Assumes no exercise of the underwriters' over-allotment option. Beneficial ownership is determined in accordance with the rules and regulations of the Securities and Exchange Commission. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options held by that person that are currently exercisable or exercisable within 60 days of May 10, 1999 are deemed outstanding. Such shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Except as indicated in the footnotes to this table and pursuant to applicable community property laws, each stockholder named in the table has sole voting and investment power with respect to the shares set forth opposite such stockholder's name.

(3) Includes 612,892 shares owned by Beekman Ventures, Inc., of which Mr. McDonald is president and sole stockholder. Mr. McDonald is deemed to be the beneficial owner of such shares.

(4) Includes 650,000 shares owned by Powershift Ventures, L.P., of which Mr. Papermaster is a general partner. Mr. Papermaster is deemed to be the beneficial owner of such shares.

DESCRIPTION OF SECURITIES

We are authorized to issue 20,000,000 shares of common stock, par value $0.001 per share, and 5,000,000 shares of preferred stock, par value $0.001 per share. As of the date of this prospectus, we have outstanding 2,500,000 shares of common stock owned by approximately 17 holders of record.

COMMON STOCK

The holders of our common stock are entitled to one vote for each share held of record in the election of directors and in all other matters to be voted on by the stockholders. There is no cumulative voting with respect to the election of directors. As a result, the holders of more than 50 percent of the shares voting for the election of directors can elect all of the directors. Holders of common stock are entitled:

- to receive any dividends as may be declared by the board of directors out of funds legally available for such purpose; and

- in the event of our liquidation, dissolution, or winding up, to share ratably in all assets remaining after payment of liabilities and after provision has been made for each class of stock, if any, having preference over the common stock.

All of the outstanding shares of common stock are, and the shares of common stock offered through this prospectus will be, upon issuance and sale, validly issued, fully paid and nonassessable. Holders of our common stock have no preemptive right to subscribe for or purchase additional shares of any class of our capital stock.

PREFERRED STOCK

The board of directors has the authority, within the limitations stated in our certificate of incorporation, to provide by resolution for the issuance of shares of preferred stock, in one or more classes or series, and to fix the rights, preferences, privileges and restrictions thereof, including dividend rights, conversion rights, voting rights, terms of redemption, liquidation preferences and the number of shares constituting any series or the designation of such series. The issuance of preferred stock could have the effect of decreasing the market price of our common stock and could adversely affect the voting and other rights of the holders of our common stock.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the common stock is Continental Stock Transfer and Trust Company, 2 Broadway, New York, New York 10004.

REPORTS TO STOCKHOLDERS

We have agreed, subject to the sale of the shares of common stock in this offering, that on or before the date of this prospectus we will register our common stock under the provisions of Section 12(g) of the Securities Exchange Act of 1934 and we will use our best efforts to maintain registration. Such registration will require us to comply with periodic reporting, proxy solicitation and certain other requirements of the Securities Exchange Act of 1934.

SHARES ELIGIBLE FOR FUTURE SALE

Upon the consummation of this offering and assuming no exercise of outstanding options and warrants, we will have 3,500,000 shares of common stock outstanding, of which the 1,000,000 shares offered hereby will be freely tradable without restriction or further registration under the Securities Act, except for any shares purchased by an "affiliate," which will be subject to the resale limitations of Rule 144 promulgated under the Securities Act.

All of the remaining 2,500,000 shares of common stock currently outstanding are "restricted securities" or owned by "affiliates," as those terms are defined in Rule 144, and may not be sold publicly unless they are registered under the Securities Act or are sold pursuant to Rule 144 or another exemption from registration. The 2,500,000 restricted shares will be eligible for sale, without registration, under Rule 144, 90 days following the date of this prospectus.

LOCKUP AGREEMENT

Holders of all of the 2,500,000 outstanding shares of common stock have agreed for a period of 12 months following the date of this prospectus that, without the representative's prior written consent, they shall not sell or otherwise dispose of any shares of common stock in any public market transaction including pursuant to Rule 144.

RULE 144

Generally, under Rule 144 as currently in effect, subject to the satisfaction of certain other conditions, a person, including an affiliate of ours or persons whose shares are aggregated with an affiliate, who has owned restricted shares of common stock beneficially for at least one year, is entitled to sell, within any three-month period, a number of shares that does not exceed the greater of:

- 1% of our then outstanding shares of common stock; or

- the average weekly trading volume of shares of our common stock during the four calendar weeks preceding such sale.

RULE 144(K)

A person who is not an affiliate, has not been an affiliate within three months prior to sale, and has beneficially owned the restricted shares for at least two years, is entitled to sell such shares under Rule 144(k) without regard to any of the limitations described above.

NO PRIOR MARKET

Prior to this offering, there has been no market for our common stock and no prediction can be made as to the effect, if any, that market sales of shares of common stock or the availability of such shares for sale will have on the market prices of our common stock prevailing from time to time. Nevertheless, the possibility that substantial amounts of common stock may be sold in the public market may adversely affect prevailing market prices for our common stock and could impair our ability to raise capital through the sale of our equity securities.

CERTAIN CHARTER AND BYLAWS PROVISIONS AND DELAWARE ANTI-TAKEOVER STATUTE

We are subject to Section 203 of the Delaware General Corporation Law regulating corporate takeovers. This section prevents Delaware corporations from engaging under certain circumstances, in a "business combination," which includes a merger or sale of more than 10% of the corporation's assets, with any "interested stockholder," or a stockholder who owns 15% or more of the corporation's outstanding voting stock, as well as affiliates and associates of any such persons, for three years following the date such stockholder became an "interested stockholder," unless:

- the transaction in which such stockholder became an "interested stockholder" is approved by the board of directors prior to the date the "interested stockholder" attained such status;

- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding those shares owned by persons who are directors and also officers; or

- on or after the date the business combination is approved by the board of directors and authorized at an annual or special meeting of stockholders by the affirmative vote of at least two-thirds of the outstanding voting stock that is not owned by the interested stockholder.

Our certificate of incorporation eliminates the right of stockholders to act by written consent without a meeting, and our bylaws eliminate the right of stockholders to call special meetings of stockholders. Our certificate of incorporation and bylaws do not provide for cumulative voting in the election of directors. The authorization of undesignated preferred stock makes it possible for the board of directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to effect a change in our control. These and other provisions may have the effect of deferring hostile takeovers or delaying changes in our control or management.

UNDERWRITING

We and the underwriters named below have entered into an underwriting agreement with respect to the shares being offered. Subject to certain conditions, each underwriter has severally agreed to purchase the number of shares of common stock indicated in the following table. Gilford Securities Incorporated is the representative of the underwriters.

UNDERWRITERS	NUMBER OF SHARES
Gilford Securities Incorporated.....	
Total.....	1,000,000

The underwriters are committed to purchase all of the shares of common stock offered by us if any shares are purchased.

The underwriters initially will offer the common stock to the public at the price specified on the cover page of this prospectus. The underwriters may allow to some dealers a concession of not more than $ per share of common stock. The underwriters also may allow, and any other dealers may re-allow, a concession of not more than $ per share of common stock to some other dealers. If all the shares are not sold at the initial public offering price, the underwriters may change the offering price and other selling terms.

If the underwriters sell more shares than the total number set forth in the table above, the underwriters have an option to buy up to an additional 150,000 shares from us to cover such sales at the initial public offering price less the underwriting discounts and non-accountable expense allowance. If any shares are purchased pursuant to this option, the underwriters will severally purchase shares in approximately the same proportion as set forth above.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act. We have also agreed to pay to the representative a non-accountable expense allowance equal to three percent of the gross proceeds derived from the sale of the shares of common stock underwritten, $50,000 of which has been paid to date.

We will apply to list the common stock on the Nasdaq SmallCap Market under the symbol PRFT.

In connection with this offering, the underwriters may purchase and sell shares of common stock in the open market. These transactions may include short sales, stabilizing transactions and purchases to cover positions created by short sales. Short sales involve the sale by the underwriters of a greater number of shares than they are required to purchase in this offering. Stabilizing transactions consist of certain bids or purchases made for the purpose of preventing or retarding a decline in the market price of the common stock while this offering is in progress.

The underwriters also may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased shares sold by or for the account of such underwriter in stabilizing or short covering transactions.

These activities by the underwriters may stabilize, maintain or otherwise affect the market price of the common stock. As a result, the price of the common stock may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the underwriters at any time. These transactions may be effected on the Nasdaq SmallCap Market, in the over-the-counter market or otherwise.

The underwriters do not expect sales to discretionary accounts to exceed five percent of the total number of shares offered.

We, along with our directors, officers and stockholders have agreed with the underwriters not to dispose of or hedge any common stock or securities convertible into or exchangeable or exercisable for shares of common stock during the period from the date of this prospectus continuing through the date 12 months after the date of this prospectus, without the prior written consent of the representative. Our officers and directors and the holders of all of our shares of common stock have agreed that, for 12 months following the effective date of the registration statement, any sales of our securities shall be made through the representative in accordance with its customary brokerage practices either on a principal or agency basis. An appropriate legend shall be marked on the face of the certificates representing all such securities.

We have agreed to issue and sell to the representative and/or its designees, for nominal consideration, five- year warrants to purchase 100,000 shares of common stock. The representative's warrants are exercisable for a period of four years commencing one year after the date of this prospectus, at a price equal to 120% of the initial public offering price of the common stock. The representative's warrants are restricted from sale, transfer, assignment or hypothecation for a period of 12 months from the date of this prospectus, except to officers of the representative. The representative's warrants contain anti-dilution provisions providing for adjustments of the number of shares of common stock issuable on exercise and the exercise price upon the occurrence of some events, including stock dividends, stock splits, mergers, acquisitions and recapitalization. The representative's warrants grant to the holders of the warrants and to the holders of the underlying securities the right to register the securities underlying the representative's warrants.

We have an agreement with the underwriters that we will not grant options to purchase our common stock at an exercise price below the fair market value on the date of grant.

We have agreed that for three years from the effective date of the registration statement, the representative may designate one person for election to our board of directors. In the event that the representative elects not to designate one person for election to the board of directors, then it may designate one person to attend all meetings of the board of directors for a period of five years. We have also agreed to reimburse the representative's designee for all out-of-pocket expenses incurred in connection with the designees' attendance at meetings of the board of directors.

Prior to this offering, there has been no public market for our common stock. The initial public offering price of the common stock will be determined by negotiation between us and the representatives. Among the factors to be considered in determining such prices and terms, will be the prevailing market conditions, including the history of and the prospects for the industry in which we compete, an assessment of our management, our prospects and our capital structure. The offering price does not necessarily bear any relationship to our assets, results of operations or net worth.

LEGAL MATTERS

The validity of the common stock offered hereby will be passed upon for Perficient by Brobeck, Phleger & Harrison LLP, Austin, Texas. Certain legal matters in connection with this offering will be passed upon for the Underwriters by Gibbons, Del Deo, Dolan, Griffinger & Vecchione, New York, New York.

EXPERTS

Ernst & Young LLP, independent auditors, have audited our financial statements at December 31, 1997 and 1998, and for the period from September 17, 1997 (Inception) through December 31, 1997 and for the year ended December 31, 1998, as set forth in their report. We've included our financial statements in the prospectus and elsewhere in the registration statement in reliance on Ernst & Young LLP's report, given on their authority as experts in accounting and auditing.

AVAILABLE INFORMATION

We have filed with the Securities and Exchange Commission, Washington, D.C. 20549, a Registration Statement on Form SB-2 under the Securities Act with respect to the common stock offered hereby. This prospectus does not contain all of the information set forth in the Registration Statement and the exhibits and schedules to the Registration Statement. For further information with respect to us and the common stock offered hereby, reference is made to the Registration Statement and the exhibits and schedules filed as a part of the Registration Statement. Statements contained in this prospectus concerning the contents of any contract or any other document are not necessarily complete; reference is made in each instance to the copy of such contract or any other document filed as an exhibit to the Registration Statement. Each such statement is qualified in all respects by such reference to such exhibit. The Registration Statement, including exhibits and schedules thereto, may be inspected without charge at the Commission's principal office in Washington, D.C., and copies of all or any part thereof may be obtained from the Public Reference Room of the Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, and at the Commission's regional offices located at Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661 and at 7 World Trade Center, 13(th) Floor, New York, New York 10048 after payment of fees prescribed by the Commission. Information on the operation of the Public Reference Room may be obtained by calling the Commission at 1-800-SEC-0330. The Commission also maintains an Internet site that provides online access to reports, proxy and information statements and other information regarding registrants that file electronically with the Commission. The Commission's World Wide Web address is HTTP://WWW.SEC.GOV.

INDEX TO FINANCIAL STATEMENTS

REPORT OF INDEPENDENT AUDITORS

The Board of Directors
Perficient, Inc.

We have audited the accompanying balance sheets of Perficient, Inc. (the "Company"), as of December 31, 1997 and 1998, and the related statements of operations, stockholders' equity and cash flows for the period from September 17, 1997 (Inception) through December 31, 1997 and for the year ended December 31, 1998. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Perficient, Inc. at December 31, 1997 and 1998, and the results of its operations and its cash flows for the period from September 17, 1997 (Inception) through December 31, 1997 and for the year ended December 31, 1998, in conformity with generally accepted accounting principles.

Ernst & Young LLP

Austin, Texas
May 3, 1998

PERFICIENT, INC.

BALANCE SHEETS

	DECEMBER 31,		
	1997	1998	MARCH 31, 1999
			(UNAUDITED)
ASSETS			
Current assets:			
Cash	$ 20,524	$ 22,996	$ 96,754
Accounts receivable	--	164,961	242,996
Shareholder receivable	--	--	250,000
Other assets	911	--	300
Total current assets	21,435	187,957	590,050
Computer equipment:			
Hardware	7,460	46,442	46,442
Software	2,357	6,471	6,471
	9,817	52,913	52,913
Accumulated depreciation	(333)	(10,863)	(15,378)
Net property and equipment	9,484	42,050	37,535
Deferred income taxes	7,012	--	--
Total assets	$ 37,931	$ 230,007	$ 627,585
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Accounts payable	$ --	$ 18,640	$ 12,987
Income tax payable	--	19,219	7,081
Short-term borrowings	--	--	173,487
Accrued liabilities	--	12,639	24,853
Total current liabilities	--	50,498	218,408
Deferred income tax	--	1,350	1,350
Total liabilities	--	51,848	219,758
Commitments and contingencies			
Stockholders' equity:			
Common Stock, $0.001 par value; 20,000,000 shares authorized; 2,000,000 and 1,000,000 shares issued and outstanding at December 31, 1998 and 1997, respectively	1,000	2,000	2,500
Additional paid-in capital	49,000	148,000	397,500
Retained earnings (deficit)	(12,069)	28,159	7,827
Total stockholders' equity	37,931	178,159	407,827
Total liabilities and stockholders' equity	$ 37,931	$ 230,007	$ 627,585

SEE ACCOMPANYING NOTES.

PERFICIENT, INC.

STATEMENTS OF OPERATIONS

	PERIOD FROM SEPTEMBER 17, 1997 (INCEPTION) THROUGH DECEMBER 31, 1997	YEAR ENDED DECEMBER 31, 1998	THREE MONTHS ENDED MARCH 31,	
			1998	1999
			(UNAUDITED)	(UNAUDITED)
Consulting revenues	$ --	$ 825,800	$ 38,971	$ 312,323
Cost of consulting revenues	--	400,977	32,433	199,130
Gross margin	--	424,823	6,538	113,193
Selling, general and administrative	19,081	357,014	31,561	133,722
Other expense	--	--	--	4,138
Income (loss) before income tax	(19,081)	67,809	(25,023)	(24,667)
Income tax benefit (expense)	7,012	(27,581)	9,258	4,335
Net income (loss)	$ (12,069)	$ 40,228	$ (15,765)	$ (20,332)
Net income (loss) per share--basic and diluted	$ (0.01)	$ 0.02	$ (0.02)	$ (0.01)

SEE ACCOMPANYING NOTES.

PERFICIENT, INC.

STATEMENTS OF STOCKHOLDERS' EQUITY

	COMMON STOCK		ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS (DEFICIT)	TOTAL STOCKHOLDERS' EQUITY
	SHARES	AMOUNT			
Issuance of common stock at inception	1,000,000	$ 1,000	$ 49,000	$ --	$ 50,000
Net loss	--	--	--	(12,069)	(12,069)
Balance at December 31, 1997	1,000,000	1,000	49,000	(12,069)	37,931
Issuance of common stock	1,000,000	1,000	99,000	--	100,000
Net income	--	--	--	40,228	40,228
Balance at December 31, 1998	2,000,000	2,000	148,000	28,159	178,159
Issuance of common stock (unaudited)	500,000	500	249,500	--	250,000
Net loss (unaudited)	--	--	--	(20,332)	(20,332)
Balance at March 31, 1999 (unaudited)	2,500,000	$ 2,500	$ 397,500	$ 7,827	$ 407,827

SEE ACCOMPANYING NOTES.

PERFICIENT, INC.

STATEMENTS OF CASH FLOWS

	PERIOD FROM SEPTEMBER 17, 1997 (INCEPTION) THROUGH DECEMBER 31, 1997	YEAR ENDED DECEMBER 31, 1998	THREE MONTHS ENDED MARCH 31,	
			1998	1999
			(UNAUDITED)	(UNAUDITED)
OPERATING ACTIVITIES				
Net income (loss)	$ (12,069)	$ 40,228	$ (15,765)	$ (20,332)
Adjustments to reconcile net income (loss) to net cash used in operating activities:				
Depreciation	333	10,530	1,113	4,515
Gain from disposal of fixed assets	--	(822)	--	--
Deferred income taxes	(7,012)	8,362	(9,258)	--
Changes in operating assets and liabilities:				
Accounts receivable	--	(164,961)	(15,405)	(78,035)
Other assets	(911)	911	911	(300)
Accounts payable	--	18,640	--	(5,653)
Income tax payable	--	19,219	--	(12,138)
Accrued liabilities	--	12,639	9,914	12,214
Net cash used in operating activities	(19,659)	(55,254)	(28,490)	(99,729)
INVESTING ACTIVITIES				
Purchase of property and equipment	(9,817)	(47,870)	(7,901)	--
Proceeds from disposal of fixed assets	--	5,596	--	--
Net cash used in investing activities	(9,817)	(42,274)	(7,901)	--
FINANCING ACTIVITIES				
Proceeds from line of credit	--	35,000	25,446	--
Payments on line of credit	--	(35,000)	--	--
Proceeds from shareholder payable	--	--	15,000	--
Proceeds from short-term borrowings	--	--	--	376,192
Payments on short-term borrowings	--	--	--	(202,705)
Proceeds from stock issuances	50,000	100,000	--	--
Net cash provided by financing activities	50,000	100,000	40,446	173,487
Increase in cash	20,524	2,472	4,055	73,758
Cash at beginning of year	--	20,524	20,524	22,996
Cash at end of year	$ 20,524	$ 22,996	$ 24,579	$ 96,754
Supplemental noncash financing activities:				
January 12, 1999 issuance of 500,000 shares of common stock in exchange for shareholder receivable	$ --	$ --	$ --	$ 250,000

SEE ACCOMPANYING NOTES.

PERFICIENT, INC.

NOTES TO FINANCIAL STATEMENTS

1. BUSINESS OVERVIEW

Perficient, Inc. (the "Company") works with Internet software companies by providing them a professional services organization to implement and integrate the software products. The Company effectively operates as an internal services organization. The Company was incorporated on September 17, 1997 in Texas. The Company began operations in 1997 and is structured as a "C" corporation. Subsequent to December 31, 1998 the Company reincorporated in Delaware (see Note 10).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

UNAUDITED INTERIM INFORMATION

The accompanying financial information as of March 31, 1999 and for the three month period then ended has been prepared by the Company without an audit, pursuant to the rules and regulations of the Securities and Exchange Commission. The financial statements reflect all adjustments, consisting of normal recurring accruals which are, in the opinion of management, necessary to fairly present such information in accordance with generally accepted accounting principles.

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

REVENUE RECOGNITION

Consulting revenues are comprised of revenues from consulting fees recognized on a time and material basis as performed.

ADVERTISING EXPENSE

The cost of advertising is expensed as incurred. Advertising cost for the period from September 17, 1997 to December 31, 1997 and for the year ended December 31, 1998 was immaterial to the financial statements.

COMPREHENSIVE INCOME

In June 1997, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standard ("SFAS") 130, REPORTING COMPREHENSIVE INCOME. The Company adopted SFAS 130 during the year ended December 31, 1998. There was no impact to the Company as a result of the adoption of SFAS 130, as there was no difference between net income and comprehensive income.

PROPERTY AND EQUIPMENT

Property and equipment are stated at cost. Depreciation on property and equipment is computed using the straight-line method over the estimated useful lives, which is three years.

SEGMENTS

Effective January 1, 1998, the Company adopted the FASB's SFAS No. 131, DISCLOSURES ABOUT SEGMENTS OF AN ENTERPRISE AND RELATED INFORMATION. The adoption of SFAS 131 did not have a significant

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)
effect on the disclosure of segment information as the Company continues to consider its business activities as a single segment.

The Company has elected to follow Accounting Principles Board ("APB") 25, ACCOUNTING FOR STOCK ISSUED TO EMPLOYEES, and related interpretations in accounting for its employees stock options. Under APB 25, because the exercise price of the Company's employee stock options equals the estimated market price of the underlying stock on the date of grant, no compensation expense is recognized.

3. NET INCOME (LOSS) PER SHARE

The Company follows the provisions of SFAS No. 128, EARNINGS PER SHARE. Basic net income (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted-average number of common shares outstanding during the period. Net income per share, assuming dilution, includes the effect of dilutive potential common stock issuable upon exercise of stock options using the treasury stock method.

Diluted net loss per share has not been presented for the period from September 17, 1997 to December 31, 1997, as the effect of the assumed exercise of stock options is antidilutive due to the Company's net loss.

Computations of the net income (loss) per share for the period from September 17, 1997 (Inception) through December 31, 1997 and for the year ended December 31, 1998 are as follows:

	PERIOD FROM SEPTEMBER 17, 1997 (INCEPTION) THROUGH DECEMBER 31, 1997	YEAR ENDED DECEMBER 31, 1998	THREE MONTHS ENDED MARCH 31,	
			1998 (UNAUDITED)	1999 (UNAUDITED)
Numerator:				
Income (loss) from continuing operations-- numerator for basic earnings per share	$ (12,069)	$ 40,228	$ (15,765)	$ (20,332)
Denominator:				
Denominator for basic earnings per share-- weighted-average shares	1,000,000	1,750,000	1,000,000	2,500,000
Effect of dilutive securities:				
Stock options	--	124,000	43,333	386,333
Denominator for diluted earnings per share-- adjusted weighted-average shares and assumed conversions	1,000,000	1,874,000	1,043,333	2,886,333
Basic and diluted earnings per share	$ (0.01)	$ 0.02	$ (0.02)	$ (0.01)

4. CONCENTRATION OF CREDIT RISK AND SIGNIFICANT CUSTOMERS

Cash and accounts receivable potentially expose the Company to concentrations of credit risk, as defined by SFAS 105, DISCLOSURE OF INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK. Excess cash is placed with highly rated financial institutions. The Company provides credit, in the normal course of business, to its customers. The Company performs ongoing credit evaluations of its customers and maintains allowances for potential credit losses. The Company generally requires certain up-front payments from customers, and customers can be denied access to services in the event of non-payment. One customer accounted for approximately 100% of accounts receivable and 91% of revenues at December 31, 1998 and for the year then ended, respectively.

5. EMPLOYEE BENEFIT PLAN

During 1998, the Company created a qualified 401(k) profit sharing plan available to full-time employees who meet the plan's eligibility requirements. This defined contribution plan permits employees to make contributions up to maximum limits allowed by Internal Revenue Code. The Company, at its discretion, matches a portion of the employee's contribution under a predetermined formula based on the level of contribution and years of vesting services. No contributions were made to the plan during 1998. The Company's related costs for the plan during 1998 was $1,750.

6. STOCK OPTIONS

Pro forma information regarding net income is required by SFAS 123, ACCOUNTING FOR STOCK BASED COMPENSATION, which also requires that the information be determined as if the Company had accounted for its employee stock options granted under the fair value method prescribed by SFAS 123. The fair value for these options was estimated at the date of grant using the Black-Scholes pricing model with the following weighted-average assumptions:

Risk-free interest rate	6.00%
Dividend yield	0.00%
Weighted-average expected life of options	5 years
Expected volatility	.65

The Company has granted stock options to various employees under the terms of the respective employee agreements. The stock options generally vest over three years. The term of each option is ten years from the date of grant.

6. STOCK OPTIONS (CONTINUED)

For purposes of pro forma disclosures, the estimated fair value of the options is amortized to expense over the options' vesting period. The Company's pro forma compensation expense and net income (loss) is as follows:

	PERIOD FROM SEPTEMBER 17, 1997 TO DECEMBER 1997	YEAR ENDED DECEMBER 31 1998
Pro forma compensation expense	$ 123	$ 7,266
Pro forma net income (loss)	$ (12,192)	$ 32,962
Pro forma earnings per share--basic and diluted	$ (0.01)	$ 0.02

A summary of changes in common stock options during 1997 and 1998 is as follows:

	SHARES	RANGE OF EXERCISE PRICES	WEIGHTED-AVERAGE EXERCISE PRICE
Inception of Company, September 17, 1997	--	$ --	$ --
Options granted	80,000	0.05 - 0.60	0.53
Options exercised	--	--	--
Options canceled	--	--	--
Options outstanding December 31, 1997	80,000	$ 0.05 - 0.60	$ 0.53
Options vested, December 31, 1997	556	$ 0.05 - 0.60	$ 0.53
Options granted	249,000	0.05 - 0.50	0.40
Options exercised	--	--	--
Options canceled	(56,667)	0.60	0.60
Options outstanding, December 31, 1998	272,333	$ 0.05 - 0.60	$ 0.40
Options vested, December 31, 1998	50,222	$ 0.05 - 0.60	$ 0.38

Subsequent to year end the company reserved approximately 272,333 of common stock for future issuances in connection with the exercise of stock options.

At December 31, 1997 and 1998, the weighted-average remaining contractual life of outstanding options was 9.91 years and 9.54 years, respectively. The weighted-average grant-date fair value of options granted during 1997 and 1998 was approximately $0.05 and $0.40 per share, respectively.

7. LINE OF CREDIT

The Company has a revolving line of credit with Comerica Bank that provides maximum borrowings of $50,000 with interest payable at prime plus 1.0% (8.75% at December 31, 1998). The line is renewable on an annual basis and is guaranteed by the primary stockholder. The Company did not have borrowings against the line as of December 31, 1998.

8. INCOME TAXES

Significant components of the provision for income taxes attributable to continuing operations are as follows:

	1997	1998
Current:		
Federal	$ --	$ 17,661
State	--	1,558
Total current	--	19,219
Deferred:		
Federal	(6,443)	7,684
State	(569)	678
Total deferred	(7,012)	8,362
	$ (7,012)	$ 27,581

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred taxes as of December 31, 1997 and 1998 are as follows:

	1997	1998
Deferred tax liabilities:		
Depreciable assets	$ (179)	$ (6,292)
Total deferred tax liabilities	(179)	(6,292)
Deferred tax assets:		
Tax carryforwards	7,191	--
Accrued liabilities and other	--	4,942
Total deferred tax assets	7,191	4,942
Valuation allowance for deferred tax assets	--	--
Net deferred tax assets	7,191	4,942
Net deferred taxes	$ 7,012	$ (1,350)

8. INCOME TAXES (CONTINUED)

The Company's provision for income taxes differs from the expected tax expense (benefit) amount computed by applying the statutory federal income tax rate of 34% to income before income taxes as a result of the following:

	1997	1998
Tax at statutory rate of 34%	$ (6,489)	$ 23,057
State taxes, net of federal benefit	(569)	1,653
Permanent items	46	2,288
Other	--	583
	$ (7,012)	$ 27,581

9. COMMITMENTS AND CONTINGENCIES

The Company leases equipment under an operating lease that expires in 2000. Future lease commitments are as follows:

1999	$ 19,414
2000	19,355
2001	2,717
Total	$ 41,486

In addition, the Company has entered into a sublease with a related party for office rent. The agreement is month-to-month. For the years ended December 31, 1997 and 1998, the Company recorded rent expense of $5,995 and $16,707, respectively.

10. SUBSEQUENT EVENTS

On January 12, 1999, the Company issued 500,000 shares of its Common Stock for $250,000 to an existing shareholder in exchange for a shareholder receivable. Subsequent to March 31, 1999 and prior to the issuance of the audited financial statements the shareholder receivable was paid in full.

On January 12, 1999, the Company entered into an agreement with a bank to factor the Company's accounts receivable with full recourse. Under the contract, the bank shall purchase the accounts receivable under the following terms: 80% of the balance is remitted at the sale date, 15% is remitted upon receipt of the balance due from the customer and the remaining 5% is the commission fee charged by the bank.

On May 3, 1999, the Board approved a change in the Company's state of incorporation from Texas to Delaware. In conjunction with this change the Board approved a change in the par value of the common stock from $.01 to $.001 per share; eliminated the Class B Common Stock; authorized 5,000,000 shares of Preferred Stock; and authorized a total of 20,000,000 shares of Common Stock.

In addition, the Board approved the exchange of one share for every five shares of outstanding stock. The common and Preferred shares authorized above reflect this change. All share and per share information in the financial statements and related notes have been retroactively restated to reflect this exchange and the change in authorized shares and par value.

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[Inside Back Cover Artwork]

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YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS PROSPECTUS. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION DIFFERENT FROM THAT CONTAINED IN THIS PROSPECTUS. WE ARE OFFERING TO SELL, AND SEEKING OFFERS TO BUY, SHARES OF COMMON STOCK ONLY IN JURISDICTIONS WHERE OFFERS AND SALES ARE PERMITTED. THE INFORMATION CONTAINED IN THIS PROSPECTUS IS ACCURATE ONLY AS OF THE DATE OF THIS PROSPECTUS, REGARDLESS OF THE TIME OF DELIVERY OF THIS PROSPECTUS OR OF ANY SALE OF OUR COMMON STOCK.

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UNTIL , 1999 (25 DAYS AFTER THE DATE OF THIS PROSPECTUS), ALL DEALERS THAT BUY, SELL OR TRADE OUR COMMON STOCK, WHETHER OR NOT PARTICIPATING IN THIS OFFERING, MAY BE REQUIRED TO DELIVER A PROSPECTUS. THIS REQUIREMENT IS IN ADDITION TO THE DEALERS' OBLIGATION TO DELIVER A PROSPECTUS WHEN ACTING AS UNDERWRITERS AND WITH RESPECT TO THEIR UNSOLD ALLOTMENTS OR SUBSCRIPTIONS.

1,000,000 SHARES
PERFICIENT, INC.

COMMON STOCK

PROSPECTUS

GILFORD SECURITIES
INCORPORATED

, 1999

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PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 24. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law provides, in effect, that we may, and in certain cases must, indemnify any person made a party to any action by reason of the fact that he is or was one of our directors, officers, employees or agents against, in the case of a non-derivative action, judgments, fines, amounts paid in settlement and reasonable expenses (including attorneys' fees) incurred by him as a result of such action, and in the case of a derivative action, against expenses (including attorneys' fees), if in either type of action he acted in good faith and in a manner he reasonably believed to be in or not opposed to our best interests. This indemnification does not apply, in a derivative action, to matters as to which it is adjudged that the director, officer, employee or agent is liable to us, unless upon court order it is determined that, despite such adjudication of liability, but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for expenses, and, in a non-derivative action, to any criminal proceeding in which such person had reasonable cause to believe his conduct was unlawful.

Article 6 of our certificate of incorporation provides that no director shall be liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by Delaware law.

Article 11 of our bylaws provide that we shall indemnify, to the fullest extent permitted by Delaware law, any and all of our directors and officers, or former directors and officers, or any person who may have served at our request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise.

Reference is made to Section of the Underwriting Agreement to be filed as Exhibit 1.1 hereto, pursuant to which the Underwriter has agreed to indemnify officers and directors of Perficient against certain liabilities under the Securities Act.

We have entered into Indemnity Agreements with each of our directors and officers, a form of which is filed as Exhibit 10.4 to this Registration Statement. Under these agreements, we will be obligated, to the extent permitted by Delaware Law, to indemnify such directors and officers against all expenses, judgments, fines and penalties incurred in connection with the defense or settlement of any actions brought against them by reason of the fact that they served as directors or officers or assumed certain responsibilities at our direction. We also intend to purchase directors and officers liability insurance in order to limit our exposure to liability for indemnification of directors and officers.

ITEM 25. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The following table sets forth the costs and expenses, other than the underwriting discount, payable by the registrant in connection with the sale of common stock being registered. All amounts are estimates except the SEC registration fee and the NASD filing fee.

SEC registration fee	$2,824.48
NASD fee	1,516.00
Nasdaq SmallCap Market listing fee	*
Printing and engraving expenses	*
Legal fees and expenses	*
Accounting fees and expenses	*
Blue sky fees and expenses	*
Transfer agent fees	*
Miscellaneous	*
Total	$ *

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* To be included by amendment.

ITEM 26. RECENT SALES OF UNREGISTERED SECURITIES.

Within the last three years, we have made the following sales of our common stock in transactions that were not registered under the Securities Act of 1933:

(1) On September 17, 1997, we sold 1,000,000 shares to Mr. Menell for $50,000.

(2) On April 15, 1998, we sold an aggregate of 340,000 shares to Powershift Ventures, LLC and Mr. Lundeen for an aggregate purchase price of $34,000.

(3) On June 10, 1998, we sold an aggregate of 330,000 shares to Powershift Ventures, LLC and Mr. Lundeen for an aggregate purchase price of $33,000.

(4) On July 15, 1998, we sold an aggregate of 330,000 shares to Powershift Ventures, LLC and Mr. Lundeen for an aggregate purchase price of $33,000.

(5) On January 12, 1999, we sold an aggregate of 500,000 shares to Beekman Ventures, Inc.; Thomas H. Walker; Mr. Hinners; David May; Sanford Prater; and Mr. Lundeen, respectively, for an aggregate purchase price of $250,000.

These sales were conducted in reliance upon exemptions from registration under Section 4(2) of the Securities Act of 1933, as transactions not involving a public offering.

ITEM 27. EXHIBITS.

1.1*	Underwriting Agreement.
3.1	Certificate of Incorporation of the Company, dated May 3, 1999.
3.2	Bylaws of the Company, adopted May 3, 1999.
4.1*	Specimen Certificate for shares of common stock.
5.1*	Opinion of Brobeck, Phleger & Harrison LLP
10.1	Sublease Agreement, dated April 1, 1999, between the Company, as Lessee, and Powershift Ventures, LLC, as Lessor.
10.2*	1999 Stock Option/Stock Issuance Plan.
10.3*	Employment Agreement between the Company and John T. McDonald.
10.4*	Employment Agreement between the Company and Bryan R. Menell.
10.5*	Employment Agreement between the Company and John A. Hinners.
10.6*	Form of Indemnity Agreement between the Company and its directors and officers.
10.7*	Consulting Agreement, dated April 27, 1998, between the Company and Vignette Corporation.
23.1	Consent of Ernst & Young, L.L.P.
23.2*	Consent of Brobeck, Phleger & Harrison LLP. Reference is made to Exhibit 5.1.
24.1	Power of Attorney (see page II-4).
27.1	Financial Data Schedule for the year ended December 31, 1998.

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* To be included by amendment.

ITEM 28. UNDERTAKINGS.

The registrant hereby undertakes to provide to the underwriter at the closing specified in the underwriting agreement, certificates in such denominations and registered in such names as required by the underwriter to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The registrant hereby undertakes that:

1. For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1), or (4), or 497(h) under the Securities Act as part of this registration statement as of the time the Securities and Exchange Commission declared it effective.

2. For purposes of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement for the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof.

SIGNATURES

In accordance with 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 SB-2 and authorized this registration statement to be signed on its behalf by the undersigned, in the City of Austin, state of Texas, on May 11, 1999.

PERFICIENT, INC.

By: /s/ JOHN T. MCDONALD
John T. McDonald
CHIEF EXECUTIVE OFFICER

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints John T. McDonald and Bryan R. Menell, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to sign any registration statement for the same offering covered by this registration statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN ACCORDANCE WITH THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES STATED.

NAME	TITLE	DATE
/s/ STEVEN G. PAPERMASTER Steven G. Papermaster	Chairman of the Board	May 11, 1999
/s/ JOHN T. MCDONALD John T. McDonald	Chief Executive Officer and Director (principal executive officer)	May 11, 1999
/s/ BRYAN R. MENELL Bryan R. Menell	President and Director	May 11, 1999
/s/ JOHN A. HINNERS John A. Hinners	Chief Financial Officer and Secretary (principal financial and accounting officer)	May 11, 1999
/s/ DAVID S. LUNDEEN David S. Lundeen	Director	May 11, 1999

CERTIFICATE OF INCORPORATION

OF

PERFICIENT, INC.

ARTICLE I.

The name of this Corporation shall be Perficient, Inc.

ARTICLE II.

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware. The name of the registered agent at that address is The Corporation Trust Company.

ARTICLE III.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV.

The name and mailing address of the incorporator of the Corporation is:

Bryan R. Menell
7600-B North Capital of Texas Highway
Suite 220
Austin, Texas 78731

ARTICLE V.

A. AUTHORIZED SHARES. The aggregate number of shares that the Corporation shall have authority to issue is 25,000,000, (i) 20,000,000 shares of which shall be Common Stock, par value $0.001 per share, and 5,000,000 of which shall be Preferred Stock, par value $0.001 per share.

B. COMMON STOCK. Each share of Common Stock shall have one vote on each matter submitted to a vote of the stockholders of the Corporation. Subject to the provisions of applicable law and the rights of the holders of the outstanding shares of Preferred Stock, if any, the holders of shares of Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, out of the assets of the Corporation legally available therefor, dividends or other distributions, whether payable in cash, property or securities of the

Corporation. The holders of shares of Common Stock shall be entitled to receive, in proportion to the number of shares of Common Stock held, the net assets of the Corporation upon dissolution after any preferential amounts required to be paid or distributed to holders of outstanding shares of Preferred Stock, if any, are so paid or distributed.

C. PREFERRED STOCK. The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The description of shares of each additional series of Preferred Stock, including any designations, preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption shall be as set forth in resolutions adopted by the Board of Directors.

The Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock and, if and to the extent from time to time required by law, by filing certificates of amendment or designation which are effective without stockholder action, to increase or decrease the number of shares included in each series of Preferred Stock, but not below the number of shares then issued, and to set in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

a. the dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;

b. whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

c. the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

d. whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class of classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

e. whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;

f. the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

g. any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

ARTICLE VI.

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

ARTICLE VII.

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation.

ARTICLE VIII.

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE IX.

Election of directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE X.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE XI.

Effective upon the closing of the initial public offering of the corporation's capital stock pursuant to an effective registration statement filed under the Securities Act of 1933, as amended, stockholders of the Corporation may not take action by written consent in lieu of a meeting but must take any actions at a duly called annual or special meeting.

ARTICLE XII.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

[Signature page follows]

THE UNDERSIGNED, being the incorporator named herein, for the purpose of forming a corporation to do business both within and without the State of Delaware and pursuant to the General Corporation Law of the State of Delaware, does make and file this Certificate of Incorporation of Perficient, Inc., hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 3rd day of May, 1999.

/s/ Bryan R. Menell

Bryan R. Menell
President

[SIGNATURE PAGE TO CERTIFICATE OF INCORPORATION]

BYLAWS
OF

PERFICIENT, INC.,

A DELAWARE CORPORATION

May 3, 1999

TABLE OF CONTENTS

BYLAWS
OF
PERFICIENT, INC.,
A DELAWARE CORPORATION

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ARTICLE I

OFFICES

SECTION 1.1 REGISTERED OFFICE. The registered office of the corporation shall be the registered office named in the certificate of incorporation of the corporation, or such other office as may be designated from time to time by the Board of Directors in the manner provided by law.

SECTION 1.2 OTHER OFFICES. The corporation may have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require. The books of the corporation may be kept (subject to any provision contained in the Delaware General Corporation Law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in these Bylaws.

ARTICLE II

CORPORATE SEAL

The corporate seal shall consist of a die bearing the name of the corporation. Said seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced or otherwise.

ARTICLE III

STOCKHOLDERS' MEETINGS

SECTION 3.1 PLACE OF MEETINGS. Meetings of the stockholders of the corporation shall be held at such place, either within or without the State of Delaware, as may be designated from time to time by the Board of Directors, or, if not so designated, then at the principal executive offices of the corporation.

SECTION 3.2 ANNUAL MEETING.

(a) The annual meeting of the stockholders of the corporation, for the purpose of election of Directors and for such other business as may lawfully come before it, shall be held on such date and at such time as may be designated from time to time by the Board of Directors.

(b) At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be: (A) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors; (B) otherwise properly brought before the meeting by or at the direction of the Board of Directors; or (C) otherwise properly brought before the meeting by a stockholder. For business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the corporation. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the corporation not less than one hundred twenty (120) calendar days in advance of the date of the Notice of Annual Meeting released to stockholders in connection with the previous year's annual meeting of stockholders; provided, however, that in the event that no annual meeting was held in the previous year or the date of the annual meeting has been changed by more than thirty (30) days from the date contemplated at the time of the previous year's Notice of Annual Meeting, notice by the stockholder to be timely must be so received a reasonable time before the Notice of Annual Meeting is released to stockholders. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting: (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting; (ii) the name and address, as they appear on the corporation's books, of the stockholder proposing such business; (iii) the class and number of shares of the corporation which are beneficially owned by the stockholder; (iv) any material interest of the stockholder in such business; and (v) any other information that is required to be provided by the stockholder pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "1934 ACT"), in such stockholder's capacity as a proponent of a stockholder proposal. Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at any annual meeting except in accordance with the procedures set forth in this paragraph. The chairman of the annual meeting shall, if the facts warrant, determine and declare at the meeting that business was not properly brought before the meeting and in accordance with the provisions of this paragraph, and, if the chairman should so determine, the chairman shall so declare at the meeting that any such business not properly brought before the meeting shall not be transacted.

(c) Only persons who are nominated in accordance with the procedures set forth in this paragraph shall be eligible for election as Directors. Nominations of persons for election to the Board of Directors of the corporation may be made at a meeting of stockholders by or at the direction of the Board of Directors or by any stockholder of the corporation entitled to vote in the election of Directors at the meeting who complies with the notice procedures set forth in this paragraph. Such nominations, other than those made by or at the direction of the Board of Directors, shall be made pursuant to timely notice in writing to the Secretary of the corporation in accordance with the provisions of paragraph (b) of this Section 3.2. Such stockholder's notice shall set forth (i) as to each person, if any, whom the stockholder proposes to nominate for election or re-election as a Director: (A) the name, age, business address and residence address of such person; (B) the principal occupation or employment of such person; (C) the class and number of shares of the corporation which are beneficially owned by such person; (D) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nominations are to be made by the stockholder; and (E) any other information relating

to such person that is required to be disclosed in solicitations of proxies for election of Directors, or is otherwise required in each case pursuant to Regulation 14A under the 1934 Act (including without limitation such person's written consent to being named in the proxy statement, if any, as a nominee and to serving as a Director if elected); and (ii) as to such stockholder giving notice, the information required to be provided pursuant to paragraph (b) of this Section 3.2. At the request of the Board of Directors, any person nominated by a stockholder for election as a Director shall furnish to the Secretary of the corporation that information required to be set forth in the stockholder's notice of nomination which pertains to the nominee. No person shall be eligible for election as a Director of the corporation unless nominated in accordance with the procedures set forth in this paragraph. The chairman of the meeting shall, if the facts warrant, determine and declare at the meeting that a nomination was not made in accordance with the procedures prescribed by these Bylaws, and if the chairman should so determine, the chairman shall so declare at the meeting, and the defective nomination shall be disregarded.

SECTION 3.3 SPECIAL MEETINGS.

(a) Special meetings of the stockholders of the corporation may only be called, for any purpose or purposes, by (i) the Chairman of the Board of Directors, (ii) the President or (iii) the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board of Directors for adoption).

(b) If a special meeting is called pursuant to paragraph (a) above by any person or persons other than the Board of Directors, the request shall be in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the Chairman of the Board of Directors, the President, or the Secretary of the corporation. No business may be transacted at such special meeting otherwise than specified in such notice. The Board of Directors shall determine the time and place of such special meeting, which shall be held not less than thirty-five (35) nor more than one hundred twenty (120) days after the date of the receipt of the request. Upon determination of the time and place of the meeting, the officer receiving the request shall cause notice to be given to the stockholders entitled to vote, in accordance with the provisions of Section 3.4 of these Bylaws. If the notice is not given within sixty (60) days after the receipt of the request, the person or persons requesting the meeting may set the time and place of the meeting and give the notice. Nothing contained in this paragraph (b) shall be construed as limiting, fixing or affecting the time when a meeting of stockholders called by action of the Board of Directors may be held.

SECTION 3.4 NOTICE OF MEETINGS. Except as otherwise provided by law or the certificate of incorporation of the corporation, as the same may be amended or restated from time to time and including any certificates of designation thereunder (hereinafter, the "CERTIFICATE OF INCORPORATION"), written notice of each meeting of stockholders shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting, such notice to specify the place, date, time and purpose or purposes of the meeting. Notice of any meeting of stockholders may be waived in writing, signed by the person entitled to notice thereof, either before or after such meeting, and will be waived by any

stockholder by his attendance thereat in person or by proxy, except when the stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any stockholder so waiving notice of such meeting shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

SECTION 3.5 QUORUM. At all meetings of stockholders, except where otherwise provided by statute or by the Certificate of Incorporation, or by these Bylaws, the presence, in person or by proxy duly authorized, of the holders of a majority of the outstanding shares of stock entitled to vote shall constitute a quorum for the transaction of business. In the absence of a quorum, any meeting of stockholders may be adjourned, from time to time, either by the chairman of the meeting or by vote of the holders of a majority of the shares represented thereat, but no other business shall be transacted at such meeting. The stockholders present at a duly called or convened meeting, at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, all action taken by the holders of a majority of the votes cast, excluding abstentions, at any meeting at which a quorum is present shall be valid and binding upon the corporation; provided, however, that Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of Directors. Where a separate vote by a class or classes is required, a majority of the outstanding shares of such class or classes, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter and the affirmative vote of the majority (plurality, in the case of the election of Directors) of shares of such class or classes present in person or represented by proxy at the meeting shall be the act of such class.

SECTION 3.6 ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS. Any meeting of stockholders, whether annual or special, may be adjourned from time to time either by the chairman of the meeting or by the vote of a majority of the shares casting votes, excluding abstentions. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

SECTION 3.7 VOTING RIGHTS. For the purpose of determining those stockholders entitled to vote at any meeting of the stockholders, except as otherwise provided by law, only persons in whose names shares stand on the stock records of the corporation on the record date, as provided in Section 3.9 of these Bylaws, shall be entitled to vote at any meeting of stockholders. Every person entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such person or his duly authorized agent, which proxy shall be filed with the Secretary at or before the meeting at which it is to be used. An agent so appointed need not be a stockholder. No proxy shall be voted after three (3) years from its date of creation unless the proxy provides for a longer

period. Elections of Directors need not be by written ballot, unless otherwise provided in the Certificate of Incorporation.

SECTION 3.8 JOINT OWNERS OF STOCK. If shares or other securities having voting power stand of record in the names of two (2) or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety, or otherwise, or if two (2) or more persons have the same fiduciary relationship respecting the same shares, unless the Secretary is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: (a) if only one (1) votes, his act binds all; (b) if more than one (1) votes, the act of the majority so voting binds all; or (c) if more than one (1) votes, but the vote is evenly split on any particular matter, each faction may vote the securities in question proportionally, or may apply to the Delaware Court of Chancery for relief as provided in the General Corporation Law of Delaware, Section 217(b). If the instrument filed with the Secretary shows that any such tenancy is held in unequal interests, a majority or even-split for the purpose of clause (c) shall be a majority or even-split in interest.

SECTION 3.9 LIST OF STOCKHOLDERS. The Secretary shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at said meeting, arranged in alphabetical order, showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not specified, at the place where the meeting is to be held. The list shall be produced and kept at the time and place of meeting during the whole time thereof and may be inspected by any stockholder who is present.

SECTION 3.10 NO ACTION WITHOUT MEETING. Effective upon the closing of the corporation's initial public offering (the "Initial Public Offering") of its capital stock pursuant to an effective registration statement filed under the Securities Act of 1933, as amended, the stockholders of the corporation may not take action by written consent without a meeting and must take any actions at a duly called annual or special meeting.

SECTION 3.11 ORGANIZATION.

(a) At every meeting of stockholders, unless another officer of the corporation has been appointed by the Board of Directors, the Chairman of the Board of Directors, or, if a Chairman has not been appointed, is absent, or designates the next senior officer present to so act, the President, or, if the President is absent, the most senior Vice President present, or, in the absence of any such officer, a chairman of the meeting chosen by a majority in interest of the stockholders entitled to vote, present in person or by proxy, shall act as chairman. The Secretary, or, in his absence, an Assistant Secretary directed to do so by the President, shall act as secretary of the meeting.

(b) The Board of Directors of the corporation shall be entitled to make such rules or regulations for the conduct of meetings of stockholders as it shall deem necessary, appropriate or convenient. Subject to such rules and regulations of the Board of Directors, if any, the chairman of the meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairman, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation, establishing an agenda or order of business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in such meeting to stockholders of record of the corporation and their duly authorized and constituted proxies and such other persons as the chairman shall permit, restrictions on entry to the meeting after the time fixed for the commencement thereof, limitations on the time allotted to questions or comments by participants and regulation of the opening and closing of the polls for balloting on matters which are to be voted on by ballot. Unless and to the extent determined by the Board of Directors or the chairman of the meeting, meetings of stockholders shall not be required to be held in accordance with rules of parliamentary procedure.

ARTICLE IV

DIRECTORS

SECTION 4.1 NUMBER AND TERM OF OFFICE; CLASSIFICATION.

The number of directors which shall constitute the whole Board of Directors shall be determined from time to time by the Board of Directors (provided that no decrease in the number of directors which would have the effect of shortening the term of an incumbent director may be made by the Board of Directors), provided that the number of directors shall be not less than one (1). At each annual meeting of stockholders, Directors of the corporation shall be elected to hold office until the next annual meeting of stockholders or until their successors have been duly elected and qualified or until such Director's earlier death, resignation or due removal; except that if any such election shall not be so held, such election shall take place at a stockholders' meeting called and held in accordance with the Delaware General Corporation Law. Directors need not be stockholders unless so required by the Certificate of Incorporation. If, for any reason, the Directors shall not have been elected at an annual meeting, they may be elected as soon thereafter as convenient at a special meeting of the stockholders called for that purpose in the manner provided in these Bylaws.

SECTION 4.2 POWERS. The powers of the corporation shall be exercised, its business conducted and its property controlled by the Board of Directors, except as may be otherwise provided by statute or by the Certificate of Incorporation.

SECTION 4.3 VACANCIES AND NEWLY CREATED DIRECTORSHIPS. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by vote of a majority of the remaining members of the Board of Directors, although less than a quorum, at any meeting of the Board of Directors, or by a sole remaining Director. Each Director so elected shall hold office for the unexpired portion of the term of the Director whose

place shall be vacant and until his or her successor shall have been duly elected and qualified or until such Director's earlier death, resignation or due removal.

SECTION 4.4 RESIGNATION. Any Director may resign at any time by delivering his or her written resignation to the Secretary, such resignation to specify whether it will be effective at a particular time, upon receipt by the Secretary or at the pleasure of the Board of Directors. If no such specification is made, it shall be deemed effective at the pleasure of the Board of Directors. When one or more Directors shall resign from the Board of Directors, effective at a future date, a majority of the Directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each Director so chosen shall hold office for the unexpired portion of the term of the Director whose place shall be vacated and until his successor shall have been duly elected and qualified.

SECTION 4.5 MEETINGS.

(a) ANNUAL MEETINGS. Unless the Board shall determine otherwise, the annual meeting of the Board of Directors shall be held immediately before or after the annual meeting of stockholders and at the place where such meeting is held. No notice of an annual meeting of the Board of Directors shall be necessary and such meeting shall be held for the purpose of electing officers and transacting such other business as may lawfully come before it.

(b) REGULAR MEETINGS. Except as hereinafter otherwise provided, regular meetings of the Board of Directors shall be held in the principal executive offices of the corporation. Unless otherwise restricted by the Certificate of Incorporation, regular meetings of the Board of Directors may also be held at any place within or without the State of Delaware which has been designated by resolution of the Board of Directors or the written consent of all directors.

(c) SPECIAL MEETINGS. Unless otherwise restricted by the Certificate of Incorporation, and subject to the notice requirements contained herein, special meetings of the Board of Directors may be held at any time and place within or without the State of Delaware whenever called by the Chairman of the Board, the President or any two of the Directors.

(d) TELEPHONE MEETINGS. Any member of the Board of Directors, or of any committee thereof, may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

(e) NOTICE OF MEETINGS. Written notice of the time and place of all special meetings of the Board of Directors shall be given at least one (1) day before the date of the meeting. Such notice need not state the purpose or purposes of such meeting, except as may otherwise be required by law or provided for in the Certificate of Incorporation or these Bylaws. Notice of any meeting may be waived in writing at any time before or after the meeting and will be deemed waived by any Director by attendance thereat, except when the Director attends the

meeting solely for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

(f) WAIVER OF NOTICE. The transaction of all business at any meeting of the Board of Directors, or any committee thereof, however called or noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after meeting, each of the Directors not present shall sign a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 4.6 QUORUM AND VOTING.

(a) Unless the Certificate of Incorporation requires a greater number and except with respect to indemnification questions arising under Article XI hereof, for which a quorum shall be one-third of the exact number of Directors fixed from time to time in accordance with Section 4.1 hereof, but not less than one (1), a quorum of the Board of Directors shall consist of a majority of the exact number of directors fixed from time to time in accordance with Section 4.1 of these Bylaws, but not less than one (1); provided, however, at any meeting whether a quorum be present or otherwise, a majority of the Directors present may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors, without notice other than by announcement at the meeting.

(b) At each meeting of the Board of Directors at which a quorum is present, all questions and business shall be determined by a vote of the majority of the Directors present, unless a different vote is required by law, the Certificate of Incorporation or these Bylaws.

SECTION 4.7 ACTION WITHOUT MEETING. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and such writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

SECTION 4.8 FEES AND COMPENSATION. Directors shall be entitled to such compensation for their services as may be approved by the Board of Directors, including, if so approved, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the Board of Directors and at any meeting of a committee of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation therefor.

SECTION 4.9 COMMITTEES.

(a) COMMITTEES. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, from time to time appoint one or more committees as may be permitted by law. Such other committees appointed by the Board of Directors shall consist of one (1) or more members of the Board of Directors and shall have such powers and

perform such duties as may be prescribed by the resolution or resolutions creating such committees, but in no event shall such committee have the power or authority to amend the Certificate of Incorporation, to adopt an agreement of merger or consolidation, to recommend to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, to recommend to the stockholders of the corporation a dissolution of the corporation or a revocation of a dissolution, or to amend these Bylaws.

(b) TERM. Each member of a committee of the Board of Directors shall serve a term on the committee coexistent with such member's term on the Board of Directors. The Board of Directors, subject to the provisions of paragraphs (a) and (b) of this Section 4.9 may at any time increase or decrease the number of members of a committee or terminate the existence of a committee. The Board of Directors may at any time for any reason remove any individual committee member and the Board of Directors may fill any committee vacancy created by death, resignation, removal or increase in the number of members of the committee. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee, and, in addition, in the absence or disqualification of any member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

(c) MEETINGS. Unless the Board of Directors shall otherwise provide, regular meetings of any committee appointed pursuant to this Section 4.9 shall be held at such times and places as are determined by the Board of Directors, or by any such committee, and when notice thereof has been given to each member of such committee, no further notice of such regular meetings need be given thereafter. Special meetings of any such committee may be held at any place which has been determined from time to time by such committee, and may be called by any Director who is a member of such committee, upon written notice to the members of such committee of the time and place of such special meeting given in the manner provided for the giving of written notice to members of the Board of Directors of the time and place of special meetings of the Board of Directors. Notice of any special meeting of any committee may be waived in writing at any time before or after the meeting and will be waived by any Director by attendance thereat, except when the Director attends such special meeting solely for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. A majority of the authorized number of members of any such committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of such committee.

SECTION 4.10 ORGANIZATION. The Chairman of the Board shall preside at every meeting of the Board of Directors, if present. In the case of any meeting, if there is no Chairman of the Board or if the Chairman is not present, the Vice Chairman (if there be one) shall preside, or if there be no Vice Chairman or if the Vice Chairman is not present, a chairman chosen by a majority of the directors present shall act as chairman of such meeting. The Secretary of the corporation or, in the absence of the Secretary, any person appointed by the Chairman shall act as secretary of the meeting.

ARTICLE V

OFFICERS

SECTION 5.1 OFFICERS DESIGNATED. The officers of the corporation shall include, if and when designated by the Board of Directors, a Chairman of the Board of Directors, a President, one or more executive and non-executive Vice Presidents (any one or more of which executive Vice Presidents may be designated as Executive Vice President or Senior Vice President or a similar title), a Secretary and a Treasurer. The Board of Directors may, at its discretion, create additional officers and assign such duties to those offices as it may deem appropriate from time to time, which offices may include a Vice Chairman of the Board of Directors, a Chief Executive Officer, a Chief Operating Officer, a Chief Financial Officer one or more Assistant Secretaries and Assistant Treasurers, and one or more other officers which may be created at the discretion of the Board of Directors. Any one person may hold any number of offices of the corporation at any one time unless specifically prohibited therefrom by law. The salaries and other compensation of the officers of the corporation shall be fixed by or in the manner designated by the Board of Directors.

SECTION 5.2 TENURE AND DUTIES OF OFFICERS.

(a) GENERAL. All officers shall hold office at the pleasure of the Board of Directors and until their successors shall have been duly elected and qualified, unless sooner removed. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors. Except for the Chairman of the Board and the Vice Chairman of the Board, no officer need be a director.

(b) CHAIRMAN OF THE BOARD. The Chairman of the Board of Directors, when present, shall preside at all meetings of the Board of Directors and, unless the Chairman has designated the next senior officer to so preside, at all meetings of the stockholders. The Chairman of the Board of Directors shall perform other duties commonly incident to such office and shall also perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

(c) VICE CHAIRMAN OF THE BOARD. The Board of Directors may but is not required to assign areas of responsibility to a Vice Chairman of the Board, and, in such event, and subject to the overall direction of the Chairman of the Board and the Board of Directors, the Vice Chairman of the Board shall be responsible for supervising the management of the affairs of the corporation and its subsidiaries within the area or areas assigned and shall monitor and review on behalf of the Board of Directors all functions within such corresponding area or areas of the corporation and each such subsidiary of the corporation. The Vice Chairman of the Board shall have such other powers and duties as designated in accordance with these Bylaws and as from time to time may be assigned to the Vice Chairman of the Board by the Board of Directors or the Chairman of the Board.

(d) CHIEF EXECUTIVE AND CHIEF OPERATING OFFICERS. Subject to the control of the Board of Directors, the chief executive officer shall have general executive charge, management and control, of the properties, business and operations of the corporation with all such powers as may be reasonably incident to such responsibilities; and subject to the control of the chief executive officer, the chief operating officer shall have general operating charge, management and control, of the properties, business and operations of the corporation with all such powers as may be reasonably incident to such responsibilities. The chief executive officer and, if and to the extent designated by the chief executive officer or the Board, the chief operating officer, may agree upon and execute all leases, contracts, evidences of indebtedness and other obligations in the name of the corporation and may sign all certificates for shares of capital stock of the corporation, and each shall have such other powers and duties as are designated in accordance with these Bylaws and as from time to time may be assigned to each by the Board of Directors.

(e) PRESIDENT. Unless the Board of Directors otherwise determines and subject to the provisions of paragraph (d) above, the President shall be the chief executive officer and chief operating officer of the corporation. Unless the Board of Directors otherwise determines, he shall, in the absence of the Chairman of the Board, or Vice Chairman of the Board, or if there be no Chairman of the Board or Vice Chairman of the Board, preside at all meetings of the stockholders and (should he be a director) of the Board of Directors. The President shall have such other powers and duties as designated in accordance with these Bylaws and as from time to time may be assigned to him by the Board of Directors.

(f) VICE PRESIDENTS. Vice Presidents, by virtue of their appointment as such, shall not necessarily be deemed to be executive officers of the corporation, such status as an executive officer only being conferred if and to the extent such Vice President is placed in charge of a principal business unit, division or function (E.G., sales, administration or finance) or performs a policy-making function for the corporation (within the meaning of Section 16 of the 1934 Act and the rules and regulations promulgated thereunder). Each executive Vice President shall at all times possess, and, upon the authority of the President or the chief executive officer, any non-executive Vice President shall from time to time possess, power to sign all certificates, contracts and other instruments of the corporation, except as otherwise limited pursuant to Article VI hereof or by the Chairman of the Board, the President, chief executive officer or the Vice Chairman of the Board. Vice Presidents shall perform other duties commonly incident to their office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

(g) SECRETARY. The Secretary shall keep the minutes of all meetings of the Board of Directors, committees of the Board of Directors and the stockholders, in books provided for that purpose; shall attend to the giving and serving of all notices; may in the name of the corporation affix the seal of the corporation to all contracts and attest the affixation of the seal of the corporation thereto; may sign with the other appointed officers all certificates for shares of capital stock of the corporation; and shall have charge of the certificate books, transfer books and stock ledgers, and such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to inspection of any director upon application at the office of the corporation during business hours. The Secretary shall perform all other duties given in these Bylaws and other duties commonly incident to such office and shall also perform

such other duties and have such other powers as the Board of Directors shall designate from time to time. The President may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform other duties commonly incident to such office and shall also perform such other duties and have such other powers as the Board of Directors or the President, shall designate from time to time.

(h) ASSISTANT SECRETARIES. Each Assistant Secretary shall have the usual powers and duties pertaining to such offices, together with such other powers and duties as designated in these Bylaws and as from time to time may be assigned to an Assistant Secretary by the Board of Directors, the Chairman of the Board, the President, the Vice Chairman of the Board, or the Secretary. The Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability refusal to act.

(i) TREASURER. The Treasurer shall keep or cause to be kept the books of account of the corporation in a thorough and proper manner and shall render statements of the financial affairs of the corporation in such form and as often as required by the Board of Directors, the Chairman of the Board, the Vice President of the Board or the President. The Treasurer, subject to the order of the Board of Directors, shall have the custody of all funds and securities of the corporation. The Treasurer shall perform other duties commonly incident to such office and shall also perform such other duties and have such other powers as the Board of Directors, the Chairman of the Board, the Vice Chairman of the Board or the President shall designate from time to time. The Chief Financial Officer of the corporation (if one is appointed) may, but need not, serve as the Treasurer.

(j) ASSISTANT TREASURERS. Each Assistant Treasurer shall have the usual powers and duties pertaining to such office, together with such other powers and duties as designated in these Bylaws and as from time to time may be assigned to each Assistant Treasurer by the Board of Directors, the Chairman of the Board, the President, the Vice Chairman of the Board, or the Treasurer. The Assistant Treasurers shall exercise the powers of the Treasurer during that officer's absence or inability refusal to act.

SECTION 5.3 DELEGATION OF AUTHORITY. For any reason that the Board of Directors may deem sufficient, the Board of Directors may, except where otherwise provided by statute, delegate the powers or duties of any officer to any other person, and may authorize any officer to delegate specified duties of such office to any other person. Any such delegation or authorization by the Board shall be effected from time to time by resolution of the Board of Directors.

SECTION 5.4 RESIGNATIONS. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary. Any such resignation shall be effective when received by the person or persons to whom such notice is given, unless a later time is specified therein, in which event the resignation shall become effective at such later time. Unless otherwise specified in such notice, the acceptance of any such resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract with the resigning officer.

SECTION 5.5 REMOVAL. Any officer may be removed from office at any time, either with or without cause, by the vote or written consent of a majority of the Directors in office at the time, or by any committee or superior officers upon whom such power of removal may have been conferred by the Board of Directors.

ARTICLE VI

EXECUTION OF CORPORATE INSTRUMENTS AND VOTING OF SECURITIES OWNED BY THE CORPORATION

SECTION 6.1 EXECUTION OF CORPORATE INSTRUMENTS. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute on behalf of the corporation any corporate instrument or document, or to sign on behalf of the corporation the corporate name without limitation, or to enter into contracts on behalf of the corporation, except where otherwise provided by law or these Bylaws, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of the corporation, and other corporate instruments or documents requiring the corporate seal, and certificates of shares of stock owned by the corporation, shall be executed, signed or endorsed by the Chairman of the Board of Directors, the President, Chief Executive Officer or any executive Vice President, and upon the authority conferred by the President, Chief Executive Officer, or any non-executive Vice President, and by the Secretary or Chief Financial Officer, if any be designated, or Treasurer or any Assistant Secretary or Assistant Treasurer. All other instruments and documents requiring the corporate signature, but not requiring the corporate seal, may be executed as aforesaid or in such other manner as may be directed by the Board of Directors.

All checks and drafts drawn on banks or other depositaries on funds to the credit of the corporation or in special accounts of the corporation shall be signed by such person or persons as the Board of Directors shall authorize so to do.

Unless authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

SECTION 6.2 VOTING OF SECURITIES OWNED BY THE CORPORATION. All stock and other securities of other corporations owned or held by the corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect thereto shall be executed, by the person authorized so to do by resolution of the Board of Directors, or, in the absence of such authorization, by the Chairman or Vice Chairman of the Board of Directors, Chief Executive Officer, the President, or any Vice President.

ARTICLE VII

SHARES OF STOCK

SECTION 7.1 FORM AND EXECUTION OF CERTIFICATES. Certificates for the shares of stock of the corporation shall be in such form as is consistent with the Certificate of Incorporation and applicable law. Every holder of stock in the corporation shall be entitled to have a certificate signed by or in the name of the corporation by the Chairman or Vice Chairman of the Board of Directors, the Chief Executive Officer, the President or any Vice President and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, certifying the number of shares and the class or series owned by him in the corporation. Where such certificate is countersigned by a transfer agent other than the corporation or its employee, or by a registrar other than the corporation or its employee, any other signature on the certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued with the same effect as if he were such officer, transfer agent, or registrar at the date of issue.

SECTION 7.2 LOST CERTIFICATES. A new certificate or certificates shall be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. The corporation may require, as a condition precedent to the issuance of a new certificate or certificates, the owner of such lost, stolen, or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require or to give the corporation a surety bond in such form and amount as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

SECTION 7.3 TRANSFERS.

(a) Transfers of record of shares of stock of the corporation shall be made only on its books by the holders thereof, in person or by attorney duly authorized and upon the surrender of a properly endorsed certificate or certificates for a like number of shares. Upon surrender to the corporation or a transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books. The Board of Directors shall have the power and authority to make all such other rules and regulations as they may deem expedient concerning the issue, transfer and registration or the replacement of certificates for shares of capital stock of the corporation.

(b) The corporation shall have power to enter into and perform any agreement with any number of stockholders of any one or more classes of stock of the corporation to restrict the transfer of shares of stock of the corporation of any one or more classes owned by such stockholders in any manner not prohibited by the Delaware General Corporation Law.

SECTION 7.4 FIXING RECORD DATES.

(a) In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix, in advance, a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

(b) In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. If no record date is fixed by the Board of Directors, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

SECTION 7.5 REGISTERED STOCKHOLDERS. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

ARTICLE VIII

OTHER SECURITIES OF THE CORPORATION

SECTION 8.1 EXECUTION OF OTHER SECURITIES. All bonds, debentures and other corporate securities of the corporation, other than stock certificates (covered in Section 7.1), may be signed by the Chairman or Vice Chairman of the Board of Directors, the Chief Executive Officer, the President or any Vice President, or such other person as may be authorized by the Board of Directors, and the corporate seal impressed thereon or a facsimile of such seal imprinted thereon and attested by the signature of the Secretary or an Assistant Secretary, or the Treasurer or an Assistant Treasurer; provided, however, that where any such bond, debenture or other corporate security shall be authenticated by the manual signature of a trustee under an indenture pursuant to which such bond, debenture or other corporate security shall be issued, the signatures of the persons signing and attesting the corporate seal on such bond, debenture or other corporate security may be the imprinted facsimile of the signatures of such persons.

Interest coupons appertaining to any such bond, debenture or other corporate security, authenticated by a trustee as aforesaid, shall be signed by the Treasurer or an Assistant Treasurer of the corporation or such other person as may be authorized by the Board of Directors, or bear imprinted thereon the facsimile signature of such person. In case any officer who shall have signed or attested any bond, debenture or other corporate security, or whose facsimile signature shall appear thereon or on any such interest coupon, shall have ceased to be such officer before any bond, debenture or other corporate security so signed or attested shall have been delivered, such bond, debenture or other corporate security nevertheless may be adopted by the corporation and issued and delivered as though the person who signed the same or whose facsimile signature shall have been used thereon had not ceased to be such officer of the corporation.

ARTICLE IX

DIVIDENDS

SECTION 9.1 DECLARATION OF DIVIDENDS. Dividends upon the capital stock of the corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the Board of Directors pursuant to law at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Certificate of Incorporation.

SECTION 9.2 DIVIDEND RESERVE. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the Board of Directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the Board of Directors shall think conducive to the interests of the corporation, and the Board of Directors may modify or abolish any such reserve in the manner in which it was created.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall be the calendar year, unless otherwise fixed by resolution of the Board of Directors.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

SECTION 11.1 DIRECTORS AND EXECUTIVE OFFICERS. The corporation shall indemnify its Directors and executive officers to the fullest extent not prohibited by the Delaware General Corporation Law; PROVIDED, HOWEVER, that the corporation may limit the extent of such indemnification by individual contracts with its Directors and executive officers; and, PROVIDED,

FURTHER, that the corporation shall not be required to indemnify any Director or executive officer in connection with any proceeding (or part thereof) initiated by such person or any proceeding by such person against the corporation or its Directors, officers, employees or other agents unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the Board of Directors of the corporation, or (iii) such indemnification is provided by the corporation, in its sole discretion, pursuant to the powers vested in the corporation under the Delaware General Corporation Law.

SECTION 11.2 OTHER OFFICERS, EMPLOYEES AND OTHER AGENTS. The corporation shall have power to indemnify its other officers, employees and other agents as set forth in the Delaware General Corporation Law.

SECTION 11.3 GOOD FAITH.

(a) For purposes of any determination under this Article XI, a Director or executive officer shall be deemed to have acted in good faith and in a manner such officer reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, to have had no reasonable cause to believe that such officer's conduct was unlawful, if such officer's action is based on information, opinions, reports and statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of the corporation whom the Director or executive officer believed to be reliable and competent in the matters presented;

(ii) counsel, independent accountants or other persons as to matters which the Director or executive officer believed to be within such person's professional competence; and

(iii) with respect to a Director, a committee of the Board upon which such Director does not serve, as to matters within such committee's designated authority, which committee the Director believes to merit confidence; so long as, in each case, the Director or executive officer acts without knowledge that would cause such reliance to be unwarranted.

(b) The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

(c) The provisions of this Section 11.3 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth by the Delaware General Corporation Law.

SECTION 11.4 EXPENSES. The corporation shall advance, prior to the final disposition of any proceeding, promptly following request therefor, all expenses incurred by any Director or executive officer in connection with such proceeding upon receipt of an undertaking by or on behalf of such person to repay said amounts if it should be determined ultimately that such person is not entitled to be indemnified under this Article XI or otherwise.

Notwithstanding the foregoing, unless otherwise determined pursuant to Section 11.5 of this Article XI, no advance shall be made by the corporation if a determination is reasonably and promptly made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, that the facts known to the decision-making party at the time such determination is made demonstrate clearly and convincingly that such person acted in bad faith or in a manner that such person did not believe to be in or not opposed to the best interests of the corporation.

SECTION 11.5 ENFORCEMENT. Without the necessity of entering into an express contract, all rights to indemnification and advances to Directors and executive officers under this Article XI shall be deemed to be contractual rights and be effective to the same extent and as if provided for in a contract between the corporation and the Director or executive officer. Any right to indemnification or advances granted by this Article XI to a Director or executive officer shall be enforceable by or on behalf of the person holding such right in any court of competent jurisdiction if (i) the claim for indemnification or advances is denied, in whole or in part, or (ii) no disposition of such claim is made within ninety (90) days of request therefor. The claimant in such enforcement action, if successful in whole or in part, shall also be entitled to be paid the expense of prosecuting his claim. The corporation shall be entitled to raise as a defense to any such action that the claimant has not met the standards of conduct that make it permissible under the Delaware General Corporation Law for the corporation to indemnify the claimant for the amount claimed. Neither the failure of the corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because such person has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct.

SECTION 11.6 NON-EXCLUSIVITY OF RIGHTS. The rights conferred on any person by this Article XI shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, Bylaws, agreement, vote of stockholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office. The corporation is specifically authorized to enter into individual contracts with any or all of its Directors, officers, employees or agents respecting indemnification and advances, to the fullest extent not prohibited by the Delaware General Corporation Law.

SECTION 11.7 SURVIVAL OF RIGHTS. The rights conferred on any person by this Article XI shall continue as to a person who has ceased to be a Director, officer, employee or other agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 11.8 INSURANCE. To the fullest extent permitted by the Delaware General Corporation Law, the corporation, upon approval by the Board of Directors, may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to this Article XI.

SECTION 11.9 AMENDMENTS. Any repeal or modification of this Article XI shall only be prospective and shall not affect the rights under this Article XI in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any agent of the corporation.

SECTION 11.10 SAVINGS CLAUSE. If this Article XI or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each Director and executive officer to the full extent not prohibited by any applicable portion of this Article XI that shall not have been invalidated, or by any other applicable law.

SECTION 11.11 CERTAIN DEFINITIONS. For the purposes of this Article XI, the following definitions shall apply:

(a) The term "proceeding" shall be broadly construed and shall include, without limitation, the investigation, preparation, prosecution, defense, settlement, arbitration and appeal of, and the giving of testimony in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

(b) The term "expenses" shall be broadly construed and shall include, without limitation, court costs, attorneys' fees, witness fees, fines, amounts paid in settlement or judgment and any other costs and expenses of any nature or kind incurred in connection with any proceeding.

(c) The term the "corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article XI with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(d) References to a "director," "officer," "employee," or "agent" of the corporation shall include without limitation, situations where such person is serving at the request of the corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(e) References to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article XI.

ARTICLE XII

NOTICES

SECTION 12.1 NOTICE TO STOCKHOLDERS. Unless the Certificate of Incorporation requires otherwise, whenever, under any provisions of these Bylaws, notice is required to be given to any stockholder, it shall be given in writing, timely and duly deposited in the United States mail, postage prepaid, and addressed to such stockholder's last known post office address as shown by the stock record of the corporation or its transfer agent.

SECTION 12.2 NOTICE TO DIRECTORS. Any notice required to be given to any Director may be given by the method stated in Section 12.1, or by facsimile, telex or telegram, except that such notice other than one which is delivered personally shall be sent to such address as such Director shall have filed in writing with the Secretary, or, in the absence of such filing, to the last known post office address of such Director. It shall not be necessary that the same method of giving notice be employed in respect of all Directors, but one permissible method may be employed in respect of any one or more, and any other permissible method or methods may be employed in respect of any other or others.

SECTION 12.3 ADDRESS UNKNOWN. If no address of a stockholder or Director be known, notice may be sent to the principal executive officer of the corporation.

SECTION 12.4 AFFIDAVIT OF MAILING. An affidavit of mailing, executed by a duly authorized and competent employee of the corporation or its transfer agent appointed with respect to the class of stock affected, specifying the name and address or the names and addresses of the stockholder or stockholders, or Director or Directors, to whom any such notice or notices was or were given, and the time and method of giving the same, shall be conclusive evidence of the statements therein contained.

SECTION 12.5 TIME NOTICES DEEMED GIVEN. All notices given by mail, as above provided, shall be deemed to have been given as at the time of mailing, and all notices given by facsimile, telex or telegram shall be deemed to have been given as of the sending time recorded at the time of transmission.

SECTION 12.6 FAILURE TO RECEIVE NOTICE. The period or limitation of time within which any stockholder may exercise any option or right, or enjoy any privilege or benefit, or be required to act, or within which any Director may exercise any power or right, or enjoy any

privilege, pursuant to any notice sent such person in the manner above provided, shall not be affected or extended in any manner by the failure of such stockholder or such Director to receive such notice.

SECTION 12.7 NOTICE TO PERSON WITH WHOM COMMUNICATION IS UNLAWFUL. Whenever notice is required to be given, under any provision of law or of the Certificate of Incorporation or Bylaws of the corporation, to any person with whom communication is unlawful, the giving of such notice to such person shall not be required and there shall be no duty to apply to any governmental authority or agency for a license or permit to give such notice to such person. Any action or meeting which shall be taken or held without notice to any such person with whom communication is unlawful shall have the same force and effect as if such notice had been duly given. In the event that the action taken by the corporation is such as to require the filing of a certificate under any provision of the Delaware General Corporation Law, the certificate shall state, if such is the fact and if notice is required, that notice was given to all persons entitled to receive notice except such persons with whom communication is unlawful.

SECTION 12.8 NOTICE TO PERSON WITH UNDELIVERABLE ADDRESS. Whenever notice is required to be given, under any provision of law or the Certificate of Incorporation or Bylaws of the corporation, to any stockholder to whom (i) notice of two consecutive annual meetings, and all notices of meetings to such person during the period between such two consecutive annual meetings, or (ii) all, and at least two, payments (if sent by first class mail) of dividends or interest on securities during a twelve-month period, have been mailed addressed to such person at such person's address as shown on the records of the corporation and have been returned undeliverable, the giving of such notice to such person shall not be required. Any action or meeting which shall be taken or held without notice to such person shall have the same force and effect as if such notice had been duly given. If any such person shall deliver to the corporation a written notice setting forth such person's then current address, the requirement that notice be given to such person shall be reinstated. In the event that the action taken by the corporation is such as to require the filing of a certificate under any provision of the Delaware General Corporation Law, the certificate need not state that notice was not given to persons to whom notice was not required to be given pursuant to this paragraph.

ARTICLE XIII

AMENDMENTS

SECTION 13.1 AMENDMENTS. Except as otherwise set forth in Section 11.9 of these Bylaws, these Bylaws may be amended or repealed and new Bylaws adopted by the Board of Directors or by the stockholders entitled to vote.

SECTION 13.2 APPLICATION OF BYLAWS. In the event that any provisions of these Bylaws is or may be in conflict with any law of the United States, of the state of incorporation of the corporation or of any other governmental body or power having jurisdiction over this corporation, or over the subject matter to which such provision of these Bylaws applies, or may apply, such provision of these Bylaws shall be inoperative to the extent only that the operation

thereof unavoidably conflicts with such law, and shall in all other respects be in full force and effect.

ARTICLE XIV

LOANS TO OFFICERS

The corporation may lend money to, or guarantee any obligation of, or otherwise assist any officer or other employee of the corporation or of its subsidiaries, including any officer or employee who is a Director of the corporation or its subsidiaries, whenever, in the judgment of the Board of Directors, such loan, guarantee or assistance may reasonably be expected to benefit the corporation. The loan, guarantee or other assistance may be with or without interest and may be unsecured, or secured in such manner as the Board of Directors shall approve, including, without limitation, a pledge of shares of stock of the corporation. Nothing in this Bylaw shall be deemed to deny, limit or restrict the powers of guaranty or warranty of the corporation at common law or under statute.

ARTICLE XV

ANNUAL REPORT

At such time as the corporation becomes subject to the reporting requirements of Rules 12(b) and 15(d) of the Securities Exchange Act of 1934, the Board of Directors shall cause an annual report to be sent to each stockholder of the corporation not later than one hundred twenty (120) days after the close of the corporation's fiscal year. Such report shall include a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year, accompanied by any report thereon of independent accounts or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation. Such report shall be sent to stockholders at least fifteen (15) days prior to the next annual meeting of stockholders after the end of the fiscal year to which it relates. If and so long as there are fewer than 100 holders of record of the corporation's shares, the requirement of sending of an annual report to the stockholders of the corporation is hereby expressly waived.

SUBLEASE

This Sublease is entered into effective as of April 1, 1999, at Travis County, Texas by and between POWERSHIFT VENTURES, LLC, ("SUBLESSOR"), and PERFICIENT, INC. ("SUBLESSEE").

RECITALS:

A. Pursuant to the Office Building Lease Agreement dated October 15, 1998, between Sublessor, as tenant, and Austin Lakewood on the Park, Ltd., as landlord (the "MAIN LEASE") Sublessor has leased certain premises described therein consisting of 102,086 square feet of space (the "LEASED PREMISES"), in the office building known as Building B of Lakewood on the Park in Austin, Texas (the "BUILDING");

B. Hub Properties Trust ("LANDLORD") is the successor in interest to Austin Lakewood on the Park, Ltd. and is the current owner of the Building and the rights and interests of the landlord under the Lease; and

C. Sublessor desires to sublease the portion of the Leased Premises as described on EXHIBIT A attached hereto (the "PREMISES"), together with the office furniture and fixtures located therein, to Sublessee and Sublessee desires to sublease the Premises from Sublessor, subject to and conditioned upon agreements hereinafter set forth.

In consideration of the mutual promises contained herein, Sublessor hereby subleases the Premises to Sublessee, subject to the terms of the Main Lease, and subject further to the provisions of this Sublease, as follows:

1. PREMISES, COMMON AREAS. During the term of this Sublease, Sublessee shall have the right to use and occupy the Premises and shall also have the right to use and occupy equally with Sublessor the front lobby, kitchens, and reasonable common areas in the Leased Premises.

2. TERM AND TERMINATION. The term of this Sublease shall commence as of April 1, 1999 and shall continue from month to month thereafter unless terminated by either party on thirty (30) days written notice.

3. INCORPORATION OF MAIN LEASE. Insofar as the provisions of the Main Lease do not conflict with the specific provisions of this Sublease, they and each of them are incorporated into this Sublease as if fully completely rewritten herein, and Sublessee agrees to be bound to the Sublessor with respect to the Premises by all the terms of the Main Lease and to assume towards Sublessor and perform all the obligations and responsibilities accruing from and after the commencement date of the term of this Sublease that Sublessor, by the Main Lease, assumes towards the Landlord, except for the payment of rent by Sublessee to Sublessor, which is governed by Paragraph 4 herein. Terms not defined in this Sublease shall have the meanings given such terms in the Main Lease. Sublessee agrees to look solely to Landlord for any and all remedies it may seek for any damages of any kind related to the Main Lease, except as expressly provided in this Sublease; provided, however, the foregoing shall not impair Sublessee's right to seek any remedies it may have against Sublessor due to Sublessor's breach of this Sublease. Sublessor shall have no liability to Sublessee for any wrongful action or default on the part of Landlord pursuant to the terms of the Main Lease, and Sublessee hereby agrees to look solely to Landlord in event of any such wrongful action or default; provided, however, that Sublessor shall not do anything nor permit anything to be done that would cause the Main Lease to be terminated or forfeited because of any right of termination or forfeiture reserved or vested in Landlord, Sublessor, or any other party under the Main Lease.

4. RENT. Sublessee agrees to pay to Sublessor in advance, on or before the first day of each month, rent in the amount of $2,200 per month.

5. EQUIPMENT, FIXTURES, FURNITURE, AND FURNISHINGS

5.1 TITLE, USE, ENJOYMENT. The parties recognize and acknowledge that Sublessor and/or its affiliates have placed certain equipment, fixtures, furniture and furnishings in service in the Leased Premises necessary for the operation of business offices in the Premises (the "PERSONAL PROPERTY"). Sublesseee agrees to use reasonable

care in the proper use and enjoyment of all Personal Property located within the Premises and in the common areas.

5.2 ADDITIONAL PERSONAL PROPERTY. Sublessor or Sublessee may from time to time purchase additional personal property. All such additional personal property shall be acquired by each party individually and not as tenants in common.

6. ALTERATIONS AND IMPROVEMENTS; SUBLEASE. Sublessee shall make no alterations or improvements to the Premises without Sublessor's and Landlord's prior written consent pursuant to the terms and provisions of the Main Lease (which consent by Sublessor shall not be unreasonably withheld or delayed); any permitted alterations or improvements shall be at Sublessee's sole cost and expense. Sublessee may, without Landlord's consent, erect such shelves, bins, office equipment and trade fixtures as it desires, as may be permitted under the Main Lease. Sublessee shall have no right to assign or sublet any interest in this Sublease without first obtaining the written consent of the Landlord and Sublessor, which consent may or may not be granted by the Landlord or Sublessor in their sole opinion, judgment or discretion.

7. INSURANCE. Sublessee agrees to cause Sublessor to be named as an additional insured and to provide Sublessor with proof of insurance on request.

8. SEPARATE INDEPENDENT BUSINESSES. The parties expressly agree that this Sublease shall not create nor be construed to create an employer/employee, principal/agent, shareholder, or partnership relationship. It is further understood that no party has control over, or any influence upon any of the other parties or the employees and agents of the other parties with respect to the manner in which such parties carry on their respective businesses. Each party agrees to conduct its separate business and agrees further not to give, or authorize any third party to give, any person or entity the express or implied understanding that it is associated or connected with the other parties in any fashion except as provided in this Sublease.

9. DEFAULT. The following events shall be deemed to be events of default by Sublessee under this Sublease: any events of default by Sublessee, listed as events of default by Tenant set forth in the Main Lease, or any default in the provisions of this Sublease. Upon the occurrence of any such events of default, and in addition to any other available remedies provided by law or in equity, Sublessor shall have all remedies granted to Landlord in the Main Lease.

10. BROKERS. Sublessor and Sublessee warrant and represent to each other that no brokers are entitled to receive a commission in connection with this Sublease. Each party hereto hereby indemnifies and holds the other party harmless from and against any and all claims for realtors' or brokers' commissions in connection with this Sublease made by parties claiming by, through or under the other party.

11. MISCELLANEOUS.

11.1 NOTICES. Any notice or other communication required or permitted to be given under this Sublease shall be in writing and shall be deemed to be delivered on the date it is hand delivered to the party to whom such notice is given, at the address set forth below, or if such notice is mailed, on the date on which it is deposited in the United States Mail, postage prepaid, certified or registered mail, return receipt requested, addressed to the party to whom such notice is directed, at the address set forth below:

If to Sublessor:	If to Sublessee:
POWERSHIFT VENTURES, LLC	PERFICIENT, INC.
7600 B N. Capital of Texas Highway,	7600 B N. Capital of Texas Highway,
Suite 220	Suite 220
Austin, TX 78731	Austin, TX 78731

11.2 SEVERABILITY. In the event any one or more of the provisions contained in this Sublease shall for any reason be held invalid, illegal, or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision hereof and this Sublease shall be construed as if such invalid, illegal or unenforceable provisions had never been contained herein.

11.3 WAIVER OF BREACH. The waiver by Sublessor of any breach or violation of any provision of this Sublease shall not operate as, or be construed to be, a waiver of any subsequent breach of the same or any other provision hereof.

11.4 ENTIRE AGREEMENT. This Sublease constitutes the sole and only agreement of the parties hereto and supersedes any prior understandings and written or oral agreements between the parties respecting the subject matter of this Sublease.

11.5 FURTHER ASSURANCES. Each party agrees to execute and deliver such additional documents and instruments and to perform such additional acts as may be necessary or appropriate to effectuate, carry out and perform all of the terms, provisions, and conditions of this Sublease and the transactions contemplated hereby.

11.6 HEADINGS. All headings herein are inserted only for convenience and ease of reference and are not to be considered in the construction or interpretation of any provision of this Sublease.

11.7 MULTIPLE COUNTERPARTS. This Sublease may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same agreement. A facsimile signature may be used for any purpose in lieu of an original signature.

11.8 ATTORNEY FEES. In the event either party hereto commences an action or proceeding against the other with respect to this Sublease, the prevailing party in such dispute shall be entitled to recover from the other party all reasonable fees, costs and expenses of enforcing any right of the prevailing party, including without limitation, reasonable attorneys' fees and costs.

EXECUTED as of the day and year first above written.

Sublessor:	Sublessee:
POWERSHIFT VENTURES, LLC	PERFICIENT, INC.
By: Melanie Rustenbeck	By: /s/ John A. Hinners
Title: Director of Administration	Title: Chief Financial Officer

EXHIBIT A

PREMISES

[Map of Premises]

Consent of Independent Auditors

We consent to the reference to our firm under the caption "Experts" and to the use of our reports dated April 30, 1999 in the Registration Statement (Form SB-2 No. 33-_) and the related Prospectus of Perficient, Inc. for the registration of 1,000,000 shares of its common stock.

/s/ Ernst & Young LLP

Austin, Texas
May 11, 1999

YEAR	
	DEC-31-1999
	DEC-31-1998
	22,996
	0
	164,961
	0
	0
	187,957
	52,913
	(10,863)
	230,007
	50,498
	0
	0
	0
	2,000
	176,159
	230,007
	0
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	0
	400,977
	356,863
	0
	151
	67,809
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	0
	0
	0
	40,228
	0.02
	0.02