



UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Perficient, Inc.

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State of incorporation or organization)*

**74-2853258**

*(IRS Employer Identification Number)*

**1120 South Capital of Texas Highway  
Building 3, Suite 220  
Austin, Texas 78746**

*Address of principal executive offices, including zip code)*

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box. ☐

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box. ☒

Securities to be registered pursuant to Section 12(b) of the Act: None

Securities to be registered pursuant to Section 12(g) of the Act: Common Stock. \$0.001 par value per share

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the Common Stock is set forth under the caption "Description of Securities — Common Stock" contained in the prospectus filed with the Commission on May 12, 1999 as part of the Registration Statement on Form SB-2 (No. 333-78337), and is hereby incorporated by reference in answer to this item.

**Item 2. Exhibits**

Exhibit 3.1	Certificate of Incorporation of Perficient, Inc. (incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form SB-2 (File No. 333-78337)).
Exhibit 3.2*	Certificate of Amendment to Certificate of Incorporation of Perficient, Inc.
Exhibit 3.3	Bylaws of Perficient, Inc. (incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form SB-2 (File No. 333-78337)).
Exhibit 4.1	Specimen Certificate for shares of common stock (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form SB-2 (File No. 333-78337)).
Exhibit 4.2	Warrant granted to Gilford Securities Incorporated (incorporated by reference to Exhibit 4.2 of the Company's Registration Statement on Form SB-2 (File No. 333-78337)).
Exhibit 4.3	Form of Common Stock Purchase Warrant (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed on January 17, 2002).

\*Filed herewith

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PERFICIENT, INC.

By: /s/ Michael D. Hill

Name: Michael D. Hill

Title: Chief Financial Officer

Dated: February 15, 2005

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## Exhibit Index

<b>Exhibit Number</b>	<b>Description</b>
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\* Filed herewith

**Certificate of Amendment of the Certificate of Incorporation**  
**of**  
**Perficient, Inc.**

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It is hereby certified that:

1. The name of the corporation is Perficient, Inc. (the “Corporation”).

2. The certificate of incorporation is hereby amended by striking out Article V, Paragraph A thereof and by substituting in lieu of said Paragraph the following new Article V, Paragraph A:

“The aggregate number of shares that the Corporation shall have authority to issue is 48,000,000 divided into (i) 40,000,000 shares of which shall be Common Stock, par value \$0.001 per share, and (ii) 8,000,000 shares of which shall be Preferred Stock, par value \$0.001 per share.”

3. The first sentence of Article V, Paragraph B of the certificate of incorporation is hereby amended, in its entirety, to read as follows:

“Each holder of Common Stock, as such, shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote; provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate of Incorporation (including any Certificate of Designations relating to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation (including any Certificate of Designations relating to any series of Preferred Stock) or pursuant to the Delaware General Corporation Law.”

4. The amendments of the certificate of incorporation herein certified have been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

5. The effective time of the amendments herein certified shall be the date of filing of this Certificate of Amendment.

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**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be duly executed in its corporate name on this 2 day of October, 2002.

PERFICIENT, INC.

By: /s/ John T. McDonald

John T. McDonald

Chief Executive Officer