

United States  
Securities and Exchange Commission  
Washington, DC 20549

Form 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 5, 2024

PERFICIENT, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware

001-15169

74-2853258

(State or Other Jurisdiction of Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

555 Maryville University Drive  
Suite 600  
Saint Louis, Missouri 63141  
(Address of principal executive offices)  
(314) 529-3600  
(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	PRFT	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On May 5, 2024, Perficient, Inc. (“Perficient” or the “Company”) announced its financial results for the three months ended March 31, 2024. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 2.02.

In accordance with General Instruction B.2 of Form 8-K, the information in Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall such information and Exhibits be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

## ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a> 104	Perficient, Inc. Press Release, dated May 5, 2024, announcing financial results for the three months ended March 31, 2024 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PERFICIENT, INC.

Date: May 6, 2024

By: /s/ Paul E. Martin  
Paul E. Martin  
Chief Financial Officer

For more information, please contact:  
Bill Davis, Perficient, 314-529-3555  
[bill.davis@perficient.com](mailto:bill.davis@perficient.com)

## PERFICIENT REPORTS FIRST QUARTER 2024 RESULTS

*Company enters into definitive agreement to be acquired by EQT for approximately \$3 Billion*

**ST. LOUIS** (May 5, 2024) - Perficient, Inc. (Nasdaq: PRFT) (“Perficient”), the leading global digital consultancy transforming the world’s largest enterprises and biggest brands, today reported its financial results for the quarter ended March 31, 2024.

### Financial Highlights

For the quarter ended March 31, 2024:

- Revenues decreased 7% to \$215.3 million from \$231.4 million in the first quarter of 2023;
- Net income decreased 57% to \$11.6 million, compared to \$26.8 million in the first quarter of 2023;
- GAAP earnings per share results on a fully diluted basis decreased 56% to \$0.33 from \$0.75 in the first quarter of 2023;
- Adjusted earnings per share results (a non-GAAP measure; see attached schedule, which reconciles to GAAP earnings per share) on a fully diluted basis decreased 26% to \$0.77 from \$1.04 in the first quarter of 2023; and
- Adjusted EBITDA (a non-GAAP measure; see attached schedule, which reconciles to GAAP net income) decreased 27% to \$36.5 million from \$50.1 million in the first quarter of 2023.

“Our business is steadily improving and our pipeline remains robust,” said Tom Hogan, President and CEO. “We remain confident that momentum will continue to build throughout 2024. We are also excited to have reached the separately announced agreement with EQT, which provides our stockholders with compelling, certain cash value for their shares. EQT shares our vision for the future as we transform how the world’s biggest brands connect with customers.”

### Other Highlights

Among other recent achievements, Perficient:

- Was named a 2024 Top Workplace by USA Today, serving as a testament to Perficient’s collaborative and people-first global culture. Perficient ranks 26 on the top 100 list of large employers in the U.S.;
- Published the 2023 Community Impact Report, highlighting the Corporate Social Responsibility initiatives Perficient and its colleagues are supporting to advance STEM education, improve health and well-being, and make a difference in our global communities;
- Entered into a multi-year and multi-faceted partnership with professional golfer and two-time PGA TOUR winner Josef “Sepp” Straka in a marketing and sponsorship relationship;
- Received an Innovation in Philanthropy Award from the St. Louis Business Journal for its partnership with the Mark Cuban Foundation to host AI Bootcamps for high school students. Perficient will host seven AI Bootcamps this fall;
- Received the 2024 Appian Partner Impact and Excellence Award for Delivery, recognizing Perficient for excellence in creating and delivering impactful solutions that exceed customer expectations;
- Introduced the Perficient Gives Global Grants Program, offering global colleagues the opportunity to nominate a charity to receive a monetary donation from Perficient;
- Was included in Forrester’s “Adobe Services Landscape, Q1, 2024” report as a medium-sized consultancy helping companies keep pace in B2B marketing engagement, workflow management, and digital enrollment and onboarding; and
- Was recognized in Forrester’s “Automation Fabric Services Landscape, Q1 2024” as a large consultancy providing strategy consulting, advisory, and implementation services to help develop automation fabric and support autonomous workflows within an enterprise.

## **Transaction with EQT**

In a separate press release issued today, Perficient announced it has entered into a definitive agreement to be acquired by an affiliate of BPEA Private Equity Fund VIII (“EQT”), part of EQT AB, a purpose-driven global investment organization. The press release is available via Perficient’s website under the Investor Relations section.

In light of the announced transaction, Perficient will not host an earnings conference call or provide financial guidance in conjunction with this earnings release. Perficient is also withdrawing its previously announced financial guidance for 2024 and has suspended any further updates as a result of the pending transaction.

## **About Perficient**

Perficient is the leading global digital consultancy. We imagine, create, engineer, and run digital transformation solutions that help our clients exceed customers’ expectations, outpace competition, and grow their business. With unparalleled strategy, creative, and technology capabilities, we bring big thinking and innovative ideas, along with a practical approach to help the world’s largest enterprises and biggest brands succeed. Traded on the Nasdaq Global Select Market, Perficient is a member of the Russell 2000 index and the S&P SmallCap 600 index. For more information, visit [www.perficient.com](http://www.perficient.com).

### Safe Harbor Statement

Some of the statements contained in this news release that are not purely historical statements discuss future expectations or state other forward-looking information related to financial results and business outlook for 2024. Those statements are subject to known and unknown risks, uncertainties, and other factors that could cause the actual results to differ materially from those contemplated by the statements. The forward-looking information is based on management's current intent, belief, expectations, estimates, and projections regarding our company and our industry. You should be aware that those statements only reflect our predictions. Actual events or results may differ substantially. Important factors that could cause our actual results to be materially different from the forward-looking statements include (but are not limited to) those disclosed under the heading "Risk Factors" in our most recently filed annual report on Form 10-K and other securities filings, and the following:

- (1) the possibility that our actual results do not meet the projections and guidance contained in this news release;
- (2) the impact of the general economy and economic and political uncertainty on our business;
- (3) risks associated with potential changes to U.S. and foreign laws, regulations, and policies;
- (4) risks associated with the operation of our business generally, including:
  - a. client demand for our services and solutions;
  - b. effectively competing in a highly competitive market;
  - c. risks from international operations including fluctuations in exchange rates;
  - d. adapting to changes in technologies and offerings;
  - e. ongoing transition of our executive leadership team;
  - f. obtaining favorable pricing to reflect services provided;
  - g. risk of loss of one or more significant software vendors;
  - h. maintaining a balance of our supply of skills and resources with client demand;
  - i. changes to immigration policies;
  - j. protecting our clients' and our data and information;
  - k. changes to tax levels, audits, investigations, tax laws or their interpretation;
  - l. making appropriate estimates and assumptions in connection with preparing our consolidated financial statements; and
  - m. maintaining effective internal controls;
- (5) risks associated with managing growth organically and through acquisitions;
- (6) risks associated with servicing our debt, the potential impact on the value of our common stock from the conditional conversion features of our debt and the associated convertible note hedge transactions;
- (7) legal liabilities, including intellectual property protection and infringement or the disclosure of personally identifiable information;
- (8) the risks detailed from time to time within our filings with the Securities and Exchange Commission (the "SEC");
- (9) uncertainties associated with the proposed merger of Perficient with an affiliate of BPEA Private Equity Fund VIII ("EQT");
- (10) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement entered into in connection with the proposed merger;
- (11) risks related to disruption of management time from ongoing business operations due to the proposed merger;
- (12) the risk that the conditions to the proposed merger may not be satisfied in a timely manner or at all;
- (13) the risk of any unexpected costs or expenses resulting from the proposed merger;
- (14) restrictions imposed on our business during the pendency of the proposed merger;
- (15) the risk of any litigation relating to the proposed merger; and
- (16) the risk that the proposed merger and its announcement could have an adverse effect on the ability of Perficient to retain and hire key personnel and to maintain relationships with customers, vendors, partners, employees, stockholders and other business relationships and on its operating results and business generally.

This list is not exhaustive but is designed to highlight important factors that may impact our forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. This cautionary statement is provided pursuant to Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The forward-looking statements in this release are made only as of the date hereof and we undertake no obligation to update publicly any forward-looking statement for any reason, even if new information becomes available or other events occur in the future.

**Perficient, Inc.**  
**Unaudited Consolidated Statements of Operations**  
(in thousands, except per share information)

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2024</b>	<b>2023</b>
<b>Revenues</b>		
Services excluding reimbursable expenses	\$ 211,330	\$ 228,384
Reimbursable expenses	3,581	2,469
Total services	214,911	230,853
Software and hardware	393	555
Total revenues	215,304	231,408
<b>Cost of revenues (exclusive of depreciation and amortization, shown separately below)</b>		
Cost of services	139,599	141,688
Stock compensation	2,507	2,524
Total cost of revenues	142,106	144,212
Selling, general and administrative	39,243	39,604
Stock compensation	9,923	4,316
Total selling, general and administrative	49,166	43,920
Depreciation	2,011	2,305
Amortization	4,886	5,817
Acquisition costs	1,393	79
Adjustment to fair value of contingent consideration	41	(2,026)
<b>Income from operations</b>	<b>15,701</b>	<b>37,101</b>
Net interest (income) expense	(767)	505
Net other (income) expense	(45)	75
<b>Income before income taxes</b>	<b>16,513</b>	<b>36,521</b>
Provision for income taxes	4,958	9,721
<b>Net income</b>	<b>\$ 11,555</b>	<b>\$ 26,800</b>
Basic net income per share	\$ 0.34	\$ 0.79
Diluted net income per share	\$ 0.33	\$ 0.75
Shares used in computing basic net income per share	34,149	33,914
Shares used in computing diluted net income per share	36,905	36,697
Net income used in computing diluted net income per share	\$ 12,089	\$ 27,360

**Perficient, Inc.**  
**Condensed Consolidated Balance Sheets**  
(in thousands)

	<b>March 31, 2024</b> <b>(unaudited)</b>	<b>December 31, 2023</b>
<b>Assets</b>		
Current assets:		
Cash, cash equivalents and restricted cash	\$ 118,193	\$ 128,886
Accounts receivable, net	171,838	178,998
Prepaid expenses	5,758	5,638
Other current assets	13,548	12,431
Total current assets	309,337	325,953
Property and equipment, net	10,375	11,996
Operating lease right-of-use assets	22,812	21,786
Goodwill	613,790	581,387
Intangible assets, net	75,430	71,118
Other non-current assets	53,936	52,364
Total assets	\$ 1,085,680	\$ 1,064,604
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 13,919	\$ 18,688
Other current liabilities	60,104	59,784
Total current liabilities	74,023	78,472
Long-term debt, net	397,446	396,874
Operating lease liabilities	17,915	16,446
Other non-current liabilities	42,566	42,189
Total liabilities	\$ 531,950	\$ 533,981
Stockholders' equity:		
Preferred stock	\$ —	\$ —
Common stock	54	53
Additional paid-in capital	448,855	432,160
Accumulated other comprehensive loss	(6,336)	(5,461)
Treasury stock	(377,594)	(373,325)
Retained earnings	488,751	477,196
Total stockholders' equity	553,730	530,623
Total liabilities and stockholders' equity	\$ 1,085,680	\$ 1,064,604



**Perficient, Inc.**  
**Unaudited Condensed Consolidated Statements of Cash Flow**  
(in thousands)

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
Net income	\$ 11,555	\$ 26,800
Adjustments to reconcile net income to net cash provided by operations	18,995	11,493
Changes in operating assets and liabilities, net of business acquisitions	1,421	3,038
<b>Net cash provided by operating activities</b>	<b>31,971</b>	<b>41,331</b>
<b>Net cash used in investing activities</b>	<b>(33,817)</b>	<b>(1,315)</b>
<b>Net cash used in financing activities</b>	<b>(8,588)</b>	<b>(29,422)</b>
Effect of exchange rate on cash, cash equivalents and restricted cash	(259)	271
Change in cash, cash equivalents and restricted cash	(10,693)	10,865
Cash, cash equivalents and restricted cash at beginning of period	128,886	30,130
Cash, cash equivalents and restricted cash at end of period	<u>\$ 118,193</u>	<u>\$ 40,995</u>

*See the Company's Form 10-Q for the full consolidated statements of cash flows.*

### **About Non-GAAP Financial Information**

This news release includes non-GAAP financial measures. For a description of these non-GAAP financial measures, including the reasons management uses each measure, and reconciliations of these non-GAAP financial measures to the most directly comparable financial measures prepared in accordance with Generally Accepted Accounting Principles (“GAAP”), please see the section entitled “About Non-GAAP Financial Measures” and the accompanying tables entitled “Reconciliation of GAAP to Non-GAAP Measures.”

### **About Non-GAAP Financial Measures**

Perficient provides non-GAAP financial measures for adjusted EBITDA (earnings before income taxes, interest, depreciation, amortization, acquisition costs, adjustment to fair value of contingent consideration, stock compensation and the impact of other infrequent or unusual transactions), adjusted net income, and adjusted earnings per share data as supplemental information regarding Perficient’s business performance. Perficient believes that these non-GAAP financial measures are useful to investors because they provide investors with a better understanding of Perficient’s past financial performance and future results. Perficient’s management uses these non-GAAP financial measures when it internally evaluates the performance of Perficient’s business and makes operating decisions, including internal operating budgeting, performance measurement, and the calculation of bonuses and discretionary compensation. Management excludes stock-based compensation related to restricted stock awards, the amortization of intangible assets, amortization of debt issuance costs related to convertible senior notes, acquisition costs, adjustments to the fair value of contingent consideration, net other income and expense, the impact of other infrequent or unusual transactions, and income tax effects of the foregoing, when making operational decisions.

Perficient believes that providing the non-GAAP financial measures to its investors is useful because it allows investors to evaluate Perficient’s performance using the same methodology and information used by Perficient’s management. Specifically, adjusted net income is used by management primarily to review business performance and determine performance-based incentive compensation for executives and other employees. Management uses adjusted EBITDA to measure operating profitability, evaluate trends, and make strategic business decisions.

Non-GAAP financial measures are subject to inherent limitations because they do not include all of the expenses included under GAAP and because they involve the exercise of discretionary judgment as to which charges are excluded from the non-GAAP financial measure. However, Perficient’s management compensates for these limitations by providing the relevant disclosure of the items excluded in the calculation of adjusted EBITDA, adjusted net income, and adjusted earnings per share. In addition, some items that are excluded from adjusted net income and adjusted earnings per share can have a material impact on cash. Management compensates for these limitations by evaluating the non-GAAP measure together with the most directly comparable GAAP measure. Perficient has historically provided non-GAAP financial measures to the investment community as a supplement to its GAAP results to enable investors to evaluate Perficient’s business performance in the way that management does. Perficient’s definition may be different from similar non-GAAP financial measures used by other companies and/or analysts.

The non-GAAP adjustments, and the basis for excluding them, are outlined below:

#### *Amortization*

Perficient has incurred expense on amortization of intangible assets primarily related to various acquisitions. Management excludes these items for the purposes of calculating adjusted EBITDA, adjusted net income, and adjusted earnings per share. Perficient believes that eliminating this expense from its non-GAAP financial measures is useful to investors because the amortization of intangible assets can be inconsistent in amount and frequency, and is significantly impacted by the timing and magnitude of Perficient’s acquisition transactions, which also vary substantially in frequency from period to period.

#### *Acquisition Costs*

Perficient incurs transaction costs related to merger and acquisition-related activities which are expensed in its GAAP financial statements. Management excludes these items for the purposes of calculating adjusted EBITDA, adjusted net income, and adjusted earnings per share. Perficient believes that excluding these expenses from its non-GAAP financial measures is useful to investors because these are expenses associated with each transaction and are inconsistent in amount and frequency causing comparison of current and historical financial results to be difficult.

#### *Adjustment to Fair Value of Contingent Consideration*

Perficient is required to remeasure its contingent consideration liability related to acquisitions each reporting period until the contingency is settled. Any changes in fair value are recognized in earnings. Management excludes these items for the purposes of calculating adjusted EBITDA, adjusted net income, and adjusted earnings per share. Perficient believes that excluding these adjustments from its non-GAAP financial measures is useful to investors because they are related to acquisitions and are inconsistent in amount and frequency from period to period.

#### *Amortization of Debt Issuance Costs*

On November 9, 2021, Perficient issued \$380.0 million aggregate principal amount of 0.125% Convertible Senior Notes due 2026, and on August 14, 2020, Perficient issued \$230.0 million aggregate principal amount of 1.250% Convertible Senior Notes due 2025 (the “2026 Notes,” and “2025 Notes,” respectively, and collectively, the “Notes”) in private placements to qualified institutional purchasers. Issuance costs attributable to the Notes, in addition to issuance costs related to Perficient’s credit agreement, are being amortized to interest expense over their respective terms. Perficient believes that excluding these non-cash expenses from its non-GAAP financial measures is useful to investors because the expenses are not reflective of Perficient’s business performance.

#### *Foreign Exchange Loss (Gain)*

Non-operating foreign currency exchange gains and losses, inclusive of gains and losses on related foreign exchange forward contracts not designated as hedging instruments for accounting purposes, are reported in net other expense (income) in our consolidated statements of operations. As our operations expand into countries outside of the United States, foreign exchange gains and losses have and will become increasingly material. Perficient believes that excluding these gains and losses from its non-GAAP financial measures is useful to investors because foreign exchange gains and losses will vary as the underlying currencies fluctuate, which makes it difficult to compare current and historical results.

#### *Stock Compensation*

Perficient incurs stock-based compensation expense under Financial Accounting Standards Board Accounting Standards Codification Topic 718, *Compensation - Stock Compensation*. Perficient excludes stock-based compensation expense and the related tax effects for the purposes of calculating adjusted EBITDA, adjusted net income, and adjusted earnings per share because stock-based compensation is a non-cash expense, which Perficient believes is not reflective of its business performance. The nature of stock-based compensation expense also makes it very difficult to estimate prospectively, since the expense will vary with changes in the stock price and market conditions at the time of new grants, varying valuation methodologies, subjective assumptions, and different award types, making the comparison of current results with forward-looking guidance potentially difficult for investors to interpret. The tax effects of stock-based compensation expense may also vary significantly from period to period, without any change in underlying operational performance, thereby obscuring the underlying profitability of operations relative to prior periods. Perficient believes that non-GAAP measures of profitability, which exclude stock-based compensation, are widely used by analysts and investors.

#### *Dilution Offset from Convertible Note Hedge Transactions*

It is Perficient’s current intent to settle conversions of the Notes through combination settlement, which involves repayment of the principal portion in cash and any excess of the conversion value over the principal amount in shares of our common stock. Perficient excludes the shares that are issuable upon conversions of the Notes because Perficient expects that the dilution from such shares will be offset by the convertible note hedge transactions entered into in November 2021 and August 2020 in connection with the issuance of the Notes.

**Perficient, Inc.**  
**Reconciliation of GAAP to Non-GAAP Measures**  
**(unaudited)**  
**(in thousands, except per share data)**

	<b>Three Months Ended March</b>	
	<b>2024</b>	<b>2023</b>
GAAP Net Income	\$ 11,555	\$ 26,800
Adjustments:		
Provision for income taxes	4,958	9,721
Amortization	4,886	5,817
Acquisition costs	1,393	79
Adjustment to fair value of contingent consideration	41	(2,026)
Amortization of debt issuance costs	631	608
Foreign exchange (gain) loss	(22)	89
Stock compensation	12,430	6,840
Adjusted Net Income Before Tax	35,872	47,928
Adjusted income tax (1)	9,183	12,365
Adjusted Net Income	\$ 26,689	\$ 35,563
GAAP Earnings Per Share (diluted)	\$ 0.33	\$ 0.75
Adjusted Earnings Per Share (diluted)	\$ 0.77	\$ 1.04
Shares used in computing GAAP Earnings Per Share (diluted)	36,905	36,697
Dilution offset from convertible note hedge transactions	(2,430)	(2,430)
Shares used in computing Adjusted Earnings Per Share (diluted)	34,475	34,267
Net income used in computing GAAP Earnings Per Share (diluted)	\$ 12,089	\$ 27,360

- (1) The estimated adjusted effective tax rate of 25.6% and 25.8% for the three months ended March 31, 2024 and 2023 has been used to calculate the provision for income taxes for non-GAAP purposes.

**Perficient, Inc.**  
**Reconciliation of GAAP to Non-GAAP Measures**  
**(unaudited)**  
**(in thousands)**

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2024</b>	<b>2023</b>
GAAP Net Income	\$ 11,555	\$ 26,800
Adjustments:		
Provision for income taxes	4,958	9,721
Net interest (income) expense	(767)	505
Net other (income) expense	(45)	75
Depreciation	2,011	2,305
Amortization	4,886	5,817
Acquisition costs	1,393	79
Adjustment to fair value of contingent consideration	41	(2,026)
Stock compensation	12,430	6,840
Adjusted EBITDA (1)	<u>\$ 36,462</u>	<u>\$ 50,116</u>

- (1) Adjusted EBITDA is a non-GAAP performance measure and is not intended to be a performance measure that should be regarded as an alternative to or more meaningful than either GAAP operating income or GAAP net income. Adjusted EBITDA measures presented may not be comparable to similarly titled measures presented by other companies.