

As filed with the Securities and Exchange Commission on August 4, 2023

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

PERFICIENT, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

74-2853258
(I.R.S. Employer
Identification No.)

**555 Maryville University Drive
Suite 600
St. Louis, Missouri 63141**
(Address of principal executive offices)

**THIRD AMENDED AND RESTATED
PERFICIENT, INC. 2012 LONG TERM INCENTIVE PLAN**

**Mr. Jeffrey S. Davis
Chairman and Chief Executive Officer
Perficient, Inc.
555 Maryville University Drive
Suite 600
St. Louis, Missouri 63141
(314) 529-3600**
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

**Copy to:
Michele C. Kloeppel, Esq.
Thompson Coburn LLP
One US Bank Plaza
Suite 3500
St. Louis, Missouri 63101
Phone: (314) 552-6000
Fax: (314) 552-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

☒ Large accelerated filer

☐ Non-accelerated filer

☐ Accelerated filer

☐ Smaller reporting company

☐ 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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement is being filed by the Company to register one million five hundred thousand (1,500,000) additional shares of the Common Stock issuable under the 2012 Incentive Plan (the “Additional Shares”). The Additional Shares are being registered in addition to the Common Stock previously registered for issuance under the 2012 Incentive Plan by Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on August 20, 2012 (Registration File No. 333-183422), September 5, 2014 (Registration File No. 333-198589) and August 3, 2017 (Registration File No. 333-219660) (collectively, the “Prior Registration Statements”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to such instruction, the contents of the Prior Registration Statements are incorporated by reference and made part of this Registration Statement, except to the extent superseded or modified by the specific information set forth below or the specific exhibits attached hereto.

PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in Part I of this Registration Statement will be sent or given to the participants in the 2012 Incentive Plan as specified in Rule 428(b)(1) of the Securities Act. The Company has not filed such documents with the Commission, but such documents (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents filed by the Company with the SEC are incorporated herein by reference:

- (i) The Company’s Annual Report on Form 10-K for the year ended December 31, 2022, filed February 28, 2023;
- (ii) The Company’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2023, filed May 2, 2023, and June 30, 2023, filed July 27, 2023;
- (iii) The Company’s Current Reports on Form 8-K (specifically excluding the information furnished under Items 2.02 and 7.01 and any exhibits furnished thereto) filed February 28, 2023, March 31, 2023, May 2, 2023, June 7, 2023, and July 27, 2023, respectively; and
- (iv) The description of the Common Stock contained in its Registration Statement on Form 8-A filed with the Commission on July 22, 1999, including any subsequent amendment or any report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Where any document or part thereof is incorporated by reference in this Registration Statement, the Company will provide without charge to each person to whom a prospectus with respect to the 2012 Incentive Plan is delivered, upon written or oral request of such person, a copy of any and all of the information incorporated by reference in this Registration Statement, excluding exhibits unless such exhibits are specifically incorporated by reference.

Item 8. Exhibits.

The following Exhibits are filed as part of this Registration Statement:

Exhibit Number	Exhibit
3.1	Amended and Restated Certificate of Incorporation of Perficient, Inc. , previously filed as Appendix B to our Definitive Proxy Statement on Schedule 14A filed on April 26, 2023 (File No. 001-15169) and incorporated herein by reference
3.2	Second Amended and Restated Bylaws of Perficient, Inc. , previously filed with the Securities and Exchange Commission as Exhibit 3.1 to our Current Report on Form 8-K filed on July 27, 2023 (File No. 001-15169) and incorporated herein by reference
4.1	Third Amended and Restated Perficient, Inc. 2012 Long Term Incentive Plan , previously filed as Appendix A to our Definitive Proxy Statement on Schedule 14A filed on April 26, 2023 (File No. 001-15169) and incorporated herein by reference
5.1*	Opinion of Thompson Coburn LLP regarding legality
23.1*	Consent of KPMG LLP
23.2*	Consent of Thompson Coburn LLP (included in the opinion filed as Exhibit 5.1 to this Registration Statement)
24.1*	Power of Attorney (included on the signature page hereto)
107.1*	Calculation of Filing Fees Tables

* Filed herewith.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of St. Louis, State of Missouri, on August 4, 2023.

PERFICIENT, INC.

By: /s/ Paul E. Martin

Name: Paul E. Martin

Title: Chief Financial Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, we, the undersigned officers and directors of Perficient, Inc., a Delaware corporation, hereby severally and individually constitute and appoint Jeffrey S. Davis and Paul E. Martin, and each of them (with full power to act alone and with full power of substitution and resubstitution), the lawful attorneys and agents of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 and all instruments necessary or advisable in connection therewith and to file the same with the Securities and Exchange Commission, the said attorneys and agents to have the power to act with or without the others and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys and agents to any and all such amendments and instruments.

Pursuant to 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 indicated.

Signature	Title	Date
<u>/s/ Jeffrey S. Davis</u> Jeffrey S. Davis	Chairman of the Board, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 4, 2023
<u>/s/ Paul E. Martin</u> Paul E. Martin	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	August 4, 2023
<u>/s/ Romil Bahl</u> Romil Bahl	Director	August 4, 2023
<u>/s/ Ralph C. Derrickson</u> Ralph C. Derrickson	Director	August 4, 2023
<u>/s/ Jill A. Jones</u> Jill A. Jones	Director	August 4, 2023
<u>/s/ David S. Lundeen</u> David S. Lundeen	Director	August 4, 2023
<u>/s/ Brian L. Matthews</u> Brian L. Matthews	Director	August 4, 2023
<u>/s/ Nancy C. Pechloff</u> Nancy C. Pechloff	Director	August 4, 2023
<u>/s/ Gary M. Wimberly</u> Gary M. Wimberly	Director	August 4, 2023

Table 1: Newly Registered

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.001 per share	457(c) and 457(h)	1,500,000 ⁽¹⁾ ⁽²⁾	\$65.79 ⁽³⁾	\$ 98,685,000.00	\$0.0001102 (\$110.20/million dollars registered)	\$ 10,875.09
Total Offering Amounts					\$ 98,685,000.00		\$ 98,685,000.00
Total Fee Offsets							\$ —
Net Fee Due							\$ 10,875.09

(1) Represents shares of common stock, par value \$0.001 per share (the “Common Stock”), of Perficient, Inc., a Delaware corporation (the “Registrant”), underlying the Perficient, Inc. 2012 Long Term Incentive Plan, as amended (the “Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (this “Registration Statement”) also covers such additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the Plan.

(2) The Plan authorizes the issuance of a maximum of 8,500,000 shares of Common Stock, of which 7,000,000 were previously registered on the Registrant’s registration statements on Form S-8 on August 20, 2012 (Registration File No. 333-183422), September 5, 2014 (Registration File No. 333-198589) and August 3, 2017 (Registration File No. 333-219660) (together, the “Prior Registration Statements”). This Registration Statement registers an additional 1,500,000 shares of Common Stock under the Plan (the “Additional Shares”). This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to such instruction, the contents of the Prior Registration Statements are incorporated by reference and made part of this Registration Statement, except to the extent superseded or modified by the specific information set forth below or the specific exhibits attached hereto.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act, using the average of the high and low prices as reported on as reported on the Nasdaq Global Select Market on July 28, 2023.

Table 2: Fee Offset Claims and Sources

	Registrant or Filer Name	Form or Type of Filing	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)											

[illegible]

August 4, 2023

Perficient, Inc.
555 Maryville University Drive
Suite 600
St. Louis, Missouri 63141

Re: Registration Statement on Form S-8 for an additional one million five hundred thousand (1,500,000) shares of Perficient, Inc. common stock, par value \$0.001 per share, for issuance under the Third Amended and Restated Perficient, Inc. 2012 Long Term Incentive Plan.

Ladies and Gentlemen:

With reference to the Registration Statement on Form S-8 (the “Registration Statement”) being filed by Perficient, Inc., a Delaware corporation (the “Company”), on August 4, 2023, with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, relating to the proposed issuance by the Company of up to an additional one million five hundred thousand (1,500,000) shares (the “Additional Shares”) of the Company’s common stock, par value \$0.001 per share, issuable pursuant to the Third Amended and Restated Perficient, Inc. 2012 Long Term Incentive Plan (the “2012 Incentive Plan”), we have examined such corporate records of the Company, such laws and such other information as we have deemed relevant, including an executed copy of the Opinion Certificate dated as of the date hereof executed by Paul E. Martin, Chief Financial Officer of the Company, the Company’s Amended and Restated Certificate of Incorporation, its Second Amended and Restated Bylaws and statements we have received from officers and representatives of the Company.

Except to the extent expressly set forth herein, we have not undertaken any independent investigation to determine the existence or absence of such facts and no inference as to our knowledge of the existence or absence of such facts should be drawn from our representation of the Company. In examining such materials and in delivering this opinion, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, photostatic or conformed copies, the authenticity of the originals of all such latter documents, and the correctness of statements submitted to us by officers and representatives of the Company.

Our opinion expressed herein is limited to the General Corporation Law of the State of Delaware, and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Additional Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based solely on the foregoing, we are of the opinion that the Additional Shares to be issued by the Company pursuant to the 2012 Incentive Plan have been duly authorized and, when issued by the Company in accordance with the 2012 Incentive Plan, will be duly and validly issued and will be fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement as Exhibit 5.1.

Very truly yours,

/s/ THOMPSON COBURN LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Perficient, Inc.:

We consent to the use of our report dated February 28, 2023, with respect to the consolidated financial statements of Perficient, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

St. Louis, Missouri
August 4, 2023