

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2014

OR

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

For the transition period from to

Commission file number: 001-15169

PERFICIENT, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

No. 74-2853258

(I.R.S. 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)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements during the past 90 days. ☐ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☐ Yes ☐ No

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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated

filer ☐

Non-accelerated

filer ☐

Accelerated filer ☐

Smaller reporting

company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☐

As of May 5, 2014, there were 34,560,399 shares of Common Stock outstanding.

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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Some of the statements contained in this Quarterly Report on Form 10-Q ("Form 10-Q") that are not purely historical statements discuss future expectations, contain projections of results of operations or financial condition, or state other forward-looking information. 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 various factors and was derived using numerous assumptions. In some cases, you can identify these so-called forward-looking statements by words like "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of those words and other comparable words. You should be aware that those statements only reflect our predictions and are subject to risks and uncertainties. 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) the following:

- (1) the impact of the general economy and economic uncertainty on our business;
- (2) risks associated with the operation of our business generally, including:
  - a. client demand for our services and solutions;
  - b. maintaining a balance of our supply of skills and resources with client demand;
  - c. effectively competing in a highly competitive market;
  - d. protecting our clients' and our data and information;
  - e. risks from international operations;
  - f. obtaining favorable pricing to reflect services provided;
  - g. adapting to changes in technologies and offerings; and
  - h. risk of loss of one or more significant software vendors;
- (3) legal liabilities, including intellectual property protection and infringement or personally identifiable information;
- (4) risks associated with managing growth organically and through acquisitions; and
- (5) the risks detailed from time to time with our filings with the Securities and Exchange Commission (the "SEC").

This discussion is not exhaustive, but is designed to highlight important factors that may impact our forward-looking statements. Because the factors referred to above, as well as the statements included under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2013 and elsewhere in this Form 10-Q, including documents incorporated by reference therein and herein, could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement made by us or on our behalf, you should not place undue reliance on any 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. We are under no duty to update any of the forward-looking statements after the date of this quarterly report to conform such statements to actual results.

All forward-looking statements, express or implied, included in this report and the documents we incorporate by reference and that are attributable to Perficient, Inc. ("Perficient") are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that Perficient or any persons acting on our behalf may issue.

**Item 1. Financial Statements**

**Perficient, Inc.**  
**Condensed Consolidated Balance Sheets**  
**(Unaudited)**

	March 31, 2014	December 31, 2013
	(In thousands, except share and per share information)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 4,731	\$ 7,018
Accounts receivable, net	86,242	78,887
Prepaid expenses	2,813	2,569
Other current assets	6,373	6,759
Total current assets	100,159	95,233
Property and equipment, net	7,578	7,709
Goodwill	221,596	193,510
Intangible assets, net	43,330	25,487
Other non-current assets	3,861	3,810
Total assets	\$ 376,524	\$ 325,749
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 6,674	\$ 7,667
Other current liabilities	25,718	30,298
Total current liabilities	32,392	37,965
Long-term debt	50,000	19,000
Other non-current liabilities	17,016	9,294
Total liabilities	\$ 99,408	\$ 66,259
Stockholders' equity:		
Common stock (par value \$0.001 per share; 50,000,000 shares authorized; 41,871,305 shares issued and 32,240,898 shares outstanding as of March 31, 2014; 40,843,435 shares issued and 31,341,276 shares outstanding as of December 31, 2013)	\$ 42	\$ 41
Additional paid-in capital	314,988	297,997
Accumulated other comprehensive loss	(460)	(378)
Treasury stock, at cost (9,629,425 shares as of March 31, 2014; 9,512,545 shares as of December 31, 2013)	(83,380)	(81,051)
Retained earnings	45,926	42,881
Total stockholders' equity	277,116	259,490
Total liabilities and stockholders' equity	\$ 376,524	\$ 325,749

*See accompanying notes to interim unaudited condensed consolidated financial statements.*

**Perficient, Inc.**  
**Condensed Consolidated Statements of Operations**  
(Unaudited)

	<b>Three Months Ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
	<b>(In thousands, except share and per share information)</b>	
Revenues		
Services	\$ 88,489	\$ 73,567
Software and hardware	5,003	7,844
Reimbursable expenses	3,678	3,524
Total revenues	<u>97,170</u>	<u>84,935</u>
Cost of revenues (exclusive of depreciation and amortization, shown separately below)		
Project personnel costs	56,745	47,681
Software and hardware costs	4,502	7,216
Reimbursable expenses	3,678	3,524
Other project related expenses	786	1,000
Total cost of revenues	<u>65,711</u>	<u>59,421</u>
Gross margin	31,459	25,514
Selling, general and administrative	20,683	17,871
Depreciation	912	683
Amortization	2,736	1,777
Acquisition costs	1,493	(25)
Adjustment to fair value of contingent consideration	214	-
Income from operations	<u>5,421</u>	<u>5,208</u>
Net interest expense	(167)	(5)
Net other income	20	46
Income before income taxes	5,274	5,249
Provision for income taxes	<u>2,229</u>	<u>1,126</u>
Net income	<u>\$ 3,045</u>	<u>\$ 4,123</u>
Basic net income per share	\$ 0.10	\$ 0.14
Diluted net income per share	\$ 0.09	\$ 0.13
Shares used in computing basic net income per share	30,729	30,292
Shares used in computing diluted net income per share	32,628	31,501

*See accompanying notes to interim unaudited condensed consolidated financial statements.*

**Perficient, Inc.**  
**Condensed Consolidated Statements of Comprehensive Income**  
**(Unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
	<b>(In thousands)</b>	
Net income	\$ 3,045	\$ 4,123
Other comprehensive loss, net of reclassification adjustments:		
Foreign currency translation adjustment	(82)	(124)
Comprehensive income	<u>\$ 2,963</u>	<u>\$ 3,999</u>

*See accompanying notes to interim unaudited condensed consolidated financial statements.*

**Perficient, Inc.**  
**Condensed Consolidated Statement of Stockholders' Equity**  
**Three Months Ended March 31, 2014**  
**(Unaudited)**  
**(In thousands)**

	<b>Common Stock Shares</b>	<b>Common Stock Amount</b>	<b>Additional Paid-in Capital</b>	<b>Accumulated Other Comprehensive Loss</b>	<b>Treasury Stock</b>	<b>Retained Earnings</b>	<b>Total Stockholders' Equity</b>
Balance at December 31, 2013	31,341	\$ 41	\$ 297,997	\$ (378)	\$ (81,051)	\$ 42,881	\$ 259,490
Proceeds from the exercise of stock options and sales of stock through the Employee Stock Purchase Plan	35	--	223	--	--	--	223
Net tax benefit from stock option exercises and restricted stock vesting	--	--	491	--	--	--	491
Stock compensation related to restricted stock vesting and retirement savings plan contributions	240	--	3,053	--	--	--	3,053
Purchase of treasury stock and buyback of shares for taxes	(117)	--	--	--	(2,329)	--	(2,329)
Issuance of stock for acquisitions	742	1	13,224	--	--	--	13,225
Net income	--	--	--	--	--	3,045	3,045
Foreign currency translation adjustment	--	--	--	(82)	--	--	(82)
Balance at March 31, 2014	<u>32,241</u>	<u>\$ 42</u>	<u>\$ 314,988</u>	<u>\$ (460)</u>	<u>\$ (83,380)</u>	<u>\$ 45,926</u>	<u>\$ 277,116</u>

*See accompanying notes to interim unaudited condensed consolidated financial statements.*

**Perficient, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
(Unaudited)

Three Months Ended March 31,	
2014	2013
(In thousands)	

**OPERATING ACTIVITIES**

Net income	\$ 3,045	\$ 4,123
Adjustments to reconcile net income to net cash used in operations:		
Depreciation	912	683
Amortization	2,736	1,777
Deferred income taxes	1,097	582
Non-cash stock compensation and retirement savings plan contributions	3,053	2,608
Tax benefit from stock option exercises and restricted stock vesting	(492)	(227)
Adjustment to fair value of contingent consideration for purchase of business	214	-
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(3,439)	(1,742)
Other assets	391	(1,862)
Accounts payable	(992)	(1,429)
Other liabilities	(9,712)	(5,031)
Net cash used in operating activities	(3,187)	(518)

**INVESTING ACTIVITIES**

Purchase of property and equipment	(697)	(2,263)
Capitalization of software developed for internal use	(1,244)	(221)
Purchase of business, net of cash acquired	(26,516)	(477)
Net cash used in investing activities	(28,457)	(2,961)

**FINANCING ACTIVITIES**

Proceeds from line of credit	70,000	21,850
Payments on line of credit	(39,000)	(18,650)
Tax benefit on stock option exercises and restricted stock vesting	492	227
Proceeds from the exercise of stock options and sales of stock through the Employee Stock Purchase Plan	223	43
Purchases of treasury stock	(610)	(1,354)
Remittance of taxes withheld as part of a net share settlement of restricted stock vesting	(1,719)	(320)
Net cash provided by financing activities	29,386	1,796
Effect of exchange rate on cash and cash equivalents	(29)	18
Change in cash and cash equivalents	(2,287)	(1,665)
Cash and cash equivalents at beginning of period	7,018	5,813
Cash and cash equivalents at end of period	\$ 4,731	\$ 4,148

**Supplemental disclosures:**

Cash paid for income taxes	\$ 458	\$ 574
Cash paid for interest	\$ 124	\$ 3

**Non-cash activity:**

Stock issued for purchase of business	\$ 13,225	\$ -
Estimated fair value of contingent consideration for purchase of business	\$ 127	\$ -

*See accompanying notes to interim unaudited condensed consolidated financial statements.*



**PERFICIENT, INC.**  
**NOTES TO INTERIM UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**MARCH 31, 2014**

**1. Basis of Presentation**

The accompanying interim unaudited condensed consolidated financial statements of Perficient, Inc. (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States and are presented in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC") applicable to interim financial information. Accordingly, certain footnote disclosures have been condensed or omitted. In the opinion of management, the interim unaudited condensed consolidated financial statements reflect all adjustments (consisting of only normal recurring adjustments) necessary for a fair presentation of the Company's financial position, results of operations and cash flows for the periods presented. These financial statements should be read in conjunction with the Company's consolidated financial statements and notes thereto filed with the SEC in the Company's Annual Report on Form 10-K for the year ended December 31, 2013. Operating results for the three months ended March 31, 2014 may not be indicative of the results for the full fiscal year ending December 31, 2014.

**2. Summary of Significant Accounting Policies**

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates, and such differences could be material to the financial statements.

**Revenue Recognition**

Revenues are primarily derived from professional services provided on a time and materials basis. For time and material contracts, revenues are recognized and billed by multiplying the number of hours expended in the performance of the contract by the established billing rates. For fixed fee projects, revenues are generally recognized using an input method based on the ratio of hours expended to total estimated hours. Amounts invoiced and collected in excess of revenues recognized are classified as deferred revenues. On many projects the Company is also reimbursed for out-of-pocket expenses such as airfare, lodging, and meals. These reimbursements are included as a component of revenues. Revenues from software and hardware sales are generally recorded on a gross basis considering the Company's role as a principal in the transaction. On rare occasions, the Company enters into a transaction where it is not the principal. In these cases, revenue is recorded on a net basis.

Unbilled revenues represent the project time and expenses that have been incurred, but not yet billed to the client, prior to the end of the fiscal period. For time and materials projects, the client is invoiced for the amount of hours worked multiplied by the billing rates as stated in the contract. For fixed fee arrangements, the client is invoiced according to the agreed-upon schedule detailing the amount and timing of payments in the contract. Clients are typically billed monthly for services provided during that month, but can be billed on a more or less frequent basis as determined by the contract. If the time and expenses are worked/incurred and approved at the end of a fiscal period and the invoice has not yet been sent to the client, the amount is recorded as unbilled revenue once the Company verifies all other revenue recognition criteria have been met.

Revenues are recognized when the following criteria are met: (1) persuasive evidence of the customer arrangement exists; (2) fees are fixed and determinable; (3) delivery and acceptance have occurred; and (4) collectability is deemed probable. The Company's policy for revenue recognition in instances where multiple deliverables are sold contemporaneously to the same customer is in accordance with Financial Accounting Standards Board Accounting Standards Codification ("ASC") Subtopic 985-605, *Software – Revenue Recognition*, ASC Subtopic 605-25, *Revenue Recognition – Multiple-Element Arrangements*, and ASC Section 605-10-S99 (Staff Accounting Bulletin Topic 13, *Revenue Recognition*). Specifically, if the Company enters into contracts for the sale of services and software or hardware, then the Company evaluates whether each element should be accounted for separately by considering the following criteria: (1) whether the deliverables have value to the client on a stand-alone basis; and (2) whether delivery or performance of the undelivered item or items is considered probable and substantially in the control of the Company (only if the arrangement includes a general right of return related to the delivered item). Further, for sales of software and services, the Company also evaluates whether the services are essential to the functionality of the software and if it has fair value evidence for each deliverable. If the Company has concluded that the separation criteria are met, then it accounts for each deliverable in the transaction separately, based on the relevant revenue recognition policies. Generally, all deliverables of the Company's multiple element arrangements meet these criteria and are accounted for separately, with the arrangement consideration allocated among the deliverables using vendor-specific objective evidence of the selling price. As a result, the Company generally recognizes software and hardware sales upon delivery to the customer and services consistent with the policies described herein.

Further, delivery of software and hardware sales, when sold contemporaneously with services, can generally occur at varying times depending on the specific client project arrangement. Delivery of services generally occurs over a period of time consistent with the timeline as outlined in the client contract.

There are no significant cancellation or termination-type provisions for the Company's software and hardware sales. Contracts for professional services provide for a general right, to the client or the Company, to cancel or terminate the contract within a given period of time (generally 10 to 30 days' notice is required). The client is responsible for any time and expenses incurred up to the date of cancellation or termination of the contract.

The Company may provide multiple services under the terms of an arrangement and is required to assess whether one or more units of accounting are present. Service fees are typically accounted for as one unit of accounting, as fair value evidence for individual tasks or milestones is not available. The Company follows the guidelines discussed above in determining revenues; however, certain judgments and estimates are made and used to determine revenues recognized in any accounting period. If estimates are revised, material differences may result in the amount and timing of revenues recognized for a given period.

Revenues are presented net of taxes assessed by governmental authorities. Sales taxes are generally collected and subsequently remitted on all software and hardware sales and certain services transactions as appropriate.

### 3. Stock-Based Compensation

Stock-based compensation is accounted for in accordance with ASC Topic 718, *Compensation – Stock Compensation* ("ASC Topic 718"). Under this method, the Company recognizes share-based compensation ratably using the straight-line attribution method over the requisite service period. In addition, pursuant to ASC Topic 718, the Company is required to estimate the amount of expected forfeitures when calculating share-based compensation, instead of accounting for forfeitures as they occur.

#### Stock Award Plans

The Company made various award grants under the Perficient, Inc. 2009 Long-Term Incentive Plan. In May 2012, at the recommendation of the Company's Board of Directors, the Company's stockholders approved the Perficient, Inc. 2012 Long Term Incentive Plan (as amended, the "Incentive Plan"). The Incentive Plan allows for the granting of various types of stock awards, not to exceed a total of 2.5 million shares, to eligible individuals. The Compensation Committee of the Board of Directors administers the Incentive Plan and determines the terms of all stock awards made under the Incentive Plan.

Stock-based compensation cost recognized for the three months ended March 31, 2014 and 2013 was approximately \$3.2 million and \$2.6 million, respectively, which included \$0.5 and \$0.4 million, respectively, of expense for retirement savings plan contributions. The associated current and future income tax benefits recognized were \$1.0 million and \$0.8 million for the three months ended March 31, 2014 and 2013, respectively. As of March 31, 2014, there was \$19.0 million of total unrecognized compensation cost related to non-vested share-based awards. This cost is expected to be recognized over a weighted-average period of two years.

Stock option activity for the three months ended March 31, 2014 was as follows (shares in thousands):

	Shares	Weighted-Average Exercise Price
Options outstanding at December 31, 2013	222	\$ 6.08
Options exercised	(32)	5.19
Options canceled	-	-
Options outstanding at March 31, 2014	190	6.23
Options vested at March 31, 2014	190	\$ 6.23

Restricted stock activity for the three months ended March 31, 2014 was as follows (shares in thousands):

	Shares	Weighted-Average Grant Date Fair Value
Restricted stock awards outstanding at December 31, 2013	1,699	\$ 12.13
Awards granted	290	20.82
Awards vested	(212)	11.44
Awards forfeited	(22)	14.13
Restricted stock awards outstanding at March 31, 2014	1,755	\$ 13.55

#### 4. Net Income per Share

The following table presents the calculation of basic and diluted net income per share (in thousands, except per share information):

	Three Months Ended March 31,	
	2014	2013
Net income	\$ 3,045	\$ 4,123
Basic:		
Weighted-average shares of common stock outstanding	30,729	30,292
Shares used in computing basic net income per share	30,729	30,292
Effect of dilutive securities:		
Stock options	131	164
Restricted stock subject to vesting	699	536
Shares issuable for acquisition consideration (1)	1,069	509
Shares used in computing diluted net income per share	32,628	31,501
Basic net income per share	\$ 0.10	\$ 0.14
Diluted net income per share	\$ 0.09	\$ 0.13
Anti-dilutive options and restricted stock not included in the calculation of diluted net income per share	-	2

- (1) For the three months ended March 31, 2014, this represents the shares held in escrow pursuant to: (i) the Agreement and Plan of Merger with Northridge Systems, Inc. ("Northridge"); (ii) the Asset Purchase Agreement with Nascent Systems, LP ("Nascent"); (iii) the Agreement and Plan of Merger with TriTek Solutions, Inc. ("TriTek"); (iv) the Asset Purchase Agreement with Clear Task, Inc. ("Clear Task"); (v) the Asset Purchase Agreement with CoreMatrix Systems, LLC ("CoreMatrix"); and (vi) the Agreement and Plan of Merger with ForwardThink Group Inc. ("ForwardThink") as part of the consideration. For the three months ended March 31, 2013, this represents the shares held in escrow pursuant to: (i) the Agreement and Plan of Merger with Northridge; and (ii) the Asset Purchase Agreement with Nascent as part of the consideration. These shares were not included in the calculation of basic net income per share due to the uncertainty of their ultimate status.

## 5. Commitments and Contingencies

The Company leases office space and certain equipment under various operating lease agreements. The Company has the option to extend the term of certain lease agreements. Future minimum commitments under these lease agreements as of March 31, 2014 were as follows (in thousands):

	<b>Operating Leases</b>
2014 remaining	\$ 3,329
2015	4,257
2016	3,911
2017	3,118
2018	1,675
Thereafter	2,776
<b>Total minimum lease payments</b>	<b>\$ 19,066</b>

## 6. Balance Sheet Components

	<b>March 31, 2014</b>	<b>December 31, 2013</b>
	(in thousands)	
<b>Accounts receivable:</b>		
Accounts receivable	\$ 53,691	\$ 56,376
Unbilled revenues	33,201	23,274
Allowance for doubtful accounts	(650)	(763)
<b>Total</b>	<b>\$ 86,242</b>	<b>\$ 78,887</b>
<b>Property and equipment:</b>		
Computer hardware (useful life of 3 years)	\$ 8,473	\$ 8,104
Furniture and fixtures (useful life of 5 years)	1,999	1,891
Leasehold improvements (useful life of 5 years)	2,033	1,997
Software (useful life of 1 to 7 years)	6,124	6,042
Less: Accumulated depreciation	(11,051)	(10,325)
<b>Total</b>	<b>\$ 7,578</b>	<b>\$ 7,709</b>
<b>Other current liabilities:</b>		
Accrued variable compensation	\$ 6,857	\$ 13,467
Deferred revenue	3,696	3,590
Payroll related costs	1,588	2,035
Accrued subcontractor fees	3,222	2,551
Accrued medical claims expense	1,625	1,296
Acquired liabilities	2,533	1,680
Estimated fair value of contingent consideration liability (1)	1,680	1,606
<b>Other current liabilities</b>	<b>4,517</b>	<b>4,073</b>
<b>Total</b>	<b>\$ 25,718</b>	<b>\$ 30,298</b>

(1) Represents the fair value estimate of additional earnings-based contingent consideration that may be realized by Clear Task's interest holders 12 months after the Clear Task acquisition.

## 7. Business Combinations

### Acquisition of TriTek

On May 1, 2013, the Company acquired TriTek, pursuant to the terms of an Agreement and Plan of Merger. TriTek was an IBM-focused enterprise content management and business process management consulting firm. The acquisition of TriTek further enhanced the Company's existing capabilities and further positioned the Company as the IBM solution provider of choice for enterprises across North America.

The Company has initially estimated the total allocable purchase price consideration to be \$21.1 million. The purchase price was comprised of \$17.0 million in cash paid and \$4.1 million of Company common stock issued at closing. The Company incurred approximately \$0.8 million in transaction costs, which were expensed when incurred.

The Company has estimated the allocation of the total purchase price consideration between tangible assets, identified intangible assets, liabilities, and goodwill as follows (in millions):

Acquired tangible assets	\$	12.1
Acquired intangible assets		6.2
Liabilities assumed		(6.3)
Goodwill		9.1
Total purchase price	\$	<u>21.1</u>

The Company estimated that the intangible assets acquired have useful lives of eight months to eight years.

The amounts above represent the fair value estimates as of March 31, 2014 and are subject to subsequent adjustment as the Company obtains additional information during the measurement period and finalizes its fair value estimates. Any subsequent adjustments to these fair value estimates occurring during the measurement period will result in an adjustment to goodwill or income, as applicable.

### Acquisition of Clear Task

On May 17, 2013, the Company acquired Clear Task, pursuant to the terms of an Asset Purchase Agreement. Clear Task provided salesforce.com implementations and customizations for enterprise customers. Clear Task's professionals helped clients implement Service Cloud, Sales Cloud, Chatter and platform engagement solutions to strengthen customer, employee and partner relationships, and maintain their competitive advantage. The acquisition of Clear Task further expanded the Company's cloud capabilities to include offerings from each of the world's leading cloud computing providers - IBM, Microsoft, Oracle and salesforce.com.

The Company has initially estimated the total allocable purchase price consideration to be \$8.6 million. The purchase price was comprised of \$6.0 million in cash paid and \$1.2 million of Company common stock issued at closing increased by \$1.4 million representing the initial fair value estimate of additional earnings-based contingent consideration, which may be realized by the Clear Task selling shareholders 12 months after the closing date of the acquisition. If the contingency is achieved, 80% of the earnings-based contingent consideration will be paid in cash and 20% will be issued in stock to the Clear Task selling shareholders. The contingent consideration is recorded in "Other current liabilities" on the Condensed Consolidated Balance Sheet as of March 31, 2014. The Company incurred approximately \$0.6 million in transaction costs, which were expensed when incurred.

The Company has estimated the allocation of the total purchase price consideration between tangible assets, identified intangible assets, liabilities, and goodwill as follows (in millions):

Acquired tangible assets	\$	2.1
Acquired intangible assets		1.6
Liabilities assumed		(0.8)
Goodwill		5.7
Total purchase price	\$	<u>8.6</u>

The Company estimated that the intangible assets acquired have useful lives of five months to five years.

The amounts above represent the fair value estimates as of March 31, 2014 and are subject to subsequent adjustment as the Company obtains additional information during the measurement period and finalizes its fair value estimates. Any subsequent adjustments to these fair value estimates occurring during the measurement period will result in an adjustment to goodwill or income, as applicable.

#### Acquisition of CoreMatrix

On October 11, 2013, the Company acquired CoreMatrix, pursuant to the terms of an Asset Purchase Agreement. CoreMatrix was a salesforce.com cloud computing services and solutions firm. The acquisition of CoreMatrix provides the Company with the comprehensive capacity to sell and deliver salesforce.com solutions across North America.

The Company has initially estimated the total allocable purchase price consideration to be \$24.4 million. The purchase price was comprised of \$18.5 million in cash paid and \$2.5 million of Company common stock issued at closing increased by \$3.4 million representing the initial fair value estimate of additional earnings-based contingent consideration, which may be realized by the CoreMatrix selling shareholders 12 and 24 months after the closing date of the acquisition. If the first contingency is achieved, 60% of the earnings-based contingent consideration will be paid in cash and 40% will be issued in stock to the CoreMatrix selling shareholders. If the second contingency is achieved, 80% of the earnings-based contingent consideration will be paid in cash and 20% will be issued in stock to the CoreMatrix selling shareholders. As of March 31, 2014, the contingent consideration is recorded in "Other non-current liabilities" on the Consolidated Balance Sheet, based on when settlement is expected to occur. The Company incurred approximately \$0.8 million in transaction costs, which were expensed when incurred.

The Company has estimated the allocation of the total purchase price consideration between tangible assets, identified intangible assets, liabilities, and goodwill as follows (in millions):

Acquired tangible assets	\$	4.1
Acquired intangible assets		4.8
Liabilities assumed		(1.6)
Goodwill		17.1
Total purchase price	\$	<u>24.4</u>

The Company estimated that the intangible assets acquired have useful lives of six months to ten years.

The amounts above represent the fair value estimates as of March 31, 2014 and are subject to subsequent adjustment as the Company obtains additional information during the measurement period and finalizes its fair value estimates. Any subsequent adjustments to these fair value estimates occurring during the measurement period will result in an adjustment to goodwill or income, as applicable.

#### Acquisition of ForwardThink

On February 10, 2014, the Company acquired ForwardThink, pursuant to the terms of an Agreement and Plan of Merger. ForwardThink was a financial services and solutions consulting firm. The acquisition of ForwardThink expands the Company's financial services vertically, including the Company's presence in the New York area.

The Company has initially estimated the total allocable purchase price consideration to be \$39.9 million. The purchase price was comprised of \$26.7 million in cash paid and \$13.2 million of Company common stock issued at closing. The Company incurred approximately \$1.3 million in transaction costs, which were expensed when incurred. The Company acquired certain equity awards which were replaced with a cash incentive plan pursuant to the Agreement and Plan of Merger. These awards are recognized separately from the acquisition of assets and assumptions of liabilities in the business combination and will be recognized as stock compensation expense within the Condensed Consolidated Statements of Operations in accordance with ASC 718. Approximately \$0.8 million of expense will be recorded over three years and will be recognized ratably over the awards service period.

The Company has estimated the allocation of the total purchase price consideration between tangible assets, identified intangible assets, liabilities, and goodwill as follows (in millions):

Acquired tangible assets	\$	4.5
Acquired intangible assets		19.3
Liabilities assumed		(12.2)
Goodwill		28.3
Total purchase price	\$	<u>39.9</u>

The Company estimated that the intangible assets acquired have useful lives of eleven months to six years.

The amounts above represent the fair value estimates as of March 31, 2014 and are subject to subsequent adjustment as the Company obtains additional information during the measurement period and finalizes its fair value estimates. Any subsequent adjustments to these fair value estimates occurring during the measurement period will result in an adjustment to goodwill or income, as applicable.

The results of the ForwardThink operations have been included in the Company's condensed consolidated financial statements since the acquisition date.

The amounts of revenue and net income of ForwardThink included in the Company's Condensed Consolidated Statements of Operations from the acquisition date to March 31, 2014 are as follows (in thousands):

		<b>Acquisition Date to March 31, 2014</b>
Revenues	\$	4,124
Net income	\$	192

#### Acquisition of BioPharm Systems, Inc.

On April 1, 2014, the Company acquired substantially all of the assets of BioPharm Systems, Inc., a California corporation, and all of the outstanding stock of BioPharm Systems, Inc., a Delaware corporation, pursuant to the terms of an Asset Purchase Agreement and a Stock Purchase Agreement. Refer to Note 11, *Subsequent Events*, for further discussion.

#### Acquisition of Trifecta Technologies, Inc. and Trifecta Technologies Canada, Limited

On May 7, 2014, the Company acquired substantially all of the assets related to the eCommerce business of Trifecta Technologies, Inc. and Trifecta Technologies Canada, Limited, pursuant to the terms of an Asset Purchase Agreement. Refer to Note 11, *Subsequent Events*, for further discussion.

#### **Pro-forma Results of Operations**

The following presents the unaudited pro-forma combined results of operations of the Company with ForwardThink for the three months ended March 31, 2014 and TriTek, Clear Task, CoreMatrix, and ForwardThink for the three months ended March 31, 2013, after giving effect to certain pro-forma adjustments and assuming ForwardThink was acquired as of the beginning of 2013 and TriTek, Clear Task, and CoreMatrix were acquired as of the beginning of 2012.

These unaudited pro-forma results are presented in compliance with the adoption of Accounting Standards Update ("ASU") 2010-29, Business Combinations (Topic 805): Disclosure of Supplementary Pro Forma Information for Business Combinations, and are not necessarily indicative of the actual consolidated results of operations had the acquisitions actually occurred on January 1, 2013 or January 1, 2012 or of future results of operations of the consolidated entities (in thousands, except per share information):

	Three Months Ended March 31,	
	2014	2013
Revenues	\$ 100,820	\$ 103,978
Net income	\$ 4,385	\$ 3,992
Basic net income per share	\$ 0.14	\$ 0.12
Diluted net income per share	\$ 0.13	\$ 0.12
Shares used in computing basic net income per share	32,136	32,343
Shares used in computing diluted net income per share	32,966	33,044

## 8. Goodwill and Intangible Assets

Goodwill represents the excess purchase price over the fair value of net assets acquired, or net liabilities assumed, in a business combination. In accordance with ASC Topic 350, *Intangibles – Goodwill and Other*, the Company performs an annual impairment test of goodwill. The Company evaluates goodwill as of October 1 each year and more frequently if events or changes in circumstances indicate that goodwill might be impaired.

Other intangible assets include customer relationships, non-compete arrangements, customer backlog, trade names, and internally developed software, which are being amortized over the assets' estimated useful lives using the straight-line method. Estimated useful lives range from six months to ten years. Amortization of customer relationships, non-compete arrangements, customer backlog, trade names, and internally developed software is considered an operating expense and is included in "Amortization" in the accompanying Condensed Consolidated Statements of Operations. The Company periodically reviews the estimated useful lives of its identifiable intangible assets, taking into consideration any events or circumstances that might result in a lack of recoverability or revised useful life.

### Goodwill

The changes in the carrying amount of goodwill for the three months ended March 31, 2014 are as follows (in thousands):

Balance at December 31, 2013	\$ 193,510
Preliminary purchase price allocations for acquisitions (Note 7)	28,279
Purchase accounting adjustments	(193)
Balance at March 31, 2014	<u>\$ 221,596</u>



The following table presents a summary of the Company's intangible assets that are subject to amortization (in thousands):

	March 31, 2014			December 31, 2013		
	Gross Carrying Amounts	Accumulated Amortization	Net Carrying Amounts	Gross Carrying Amounts	Accumulated Amortization	Net Carrying Amounts
Customer relationships	\$ 46,815	\$ (11,506)	\$ 35,309	\$ 31,156	\$ (10,835)	\$ 20,321
Non-compete agreements	1,706	(755)	951	1,477	(715)	762
Customer backlog	2,328	(639)	1,689	402	(170)	232
Trade name	271	(137)	134	159	(83)	76
Internally developed software	5,848	(601)	5,247	4,604	(508)	4,096
Total	<u>\$ 56,968</u>	<u>\$ (13,638)</u>	<u>\$ 43,330</u>	<u>\$ 37,798</u>	<u>\$ (12,311)</u>	<u>\$ 25,487</u>

The estimated useful lives of identifiable intangible assets are as follows:

Customer relationships	3 – 10 years
Non-compete agreements	3 – 5 years
Internally developed software	1 – 7 years
Trade name	1 year
Customer backlog	6 – 11 months

## 9. Line of Credit

On July 31, 2013, the Company renewed and extended the term of its credit agreement (the "Credit Agreement") with Silicon Valley Bank ("SVB"), U.S. Bank National Association, and Bank of America, N.A. (the "Lenders"). The Credit Agreement provides for revolving credit borrowings up to a maximum principal amount of \$75.0 million, subject to a commitment increase of \$25.0 million. The Credit Agreement also allows for the issuance of letters of credit in the aggregate amount of up to \$5.0 million at any one time. Outstanding letters of credit reduce the credit available for revolving credit borrowings. As of March 31, 2014, the Company had an outstanding letter of credit in the amount of \$0.2 million to secure an office space lease. Substantially all of the Company's assets are pledged to secure the credit facility.

All outstanding amounts owed under the Credit Agreement become due and payable no later than the final maturity date of July 31, 2017. Borrowings under the Credit Agreement bear interest at the Company's option of SVB's prime rate (4.00% on March 31, 2014) plus a margin ranging from 0.00% to 0.50% or one-month LIBOR (0.15% on March 31, 2014) plus a margin ranging from 2.00% to 2.50%. The additional margin amount is dependent on the level of outstanding borrowings. As of March 31, 2014, the Company had \$24.8 million of borrowing capacity. The Company incurs an annual commitment fee of 0.30% on the unused portion of the line of credit.

The Company is required to comply with various financial covenants under the Credit Agreement. Specifically, the Company is required to maintain a ratio of earnings before interest, taxes, depreciation, and amortization ("EBITDA") plus stock compensation and minus income taxes paid and capital expenditures to interest expense and scheduled payments due for borrowings on a trailing three months basis annualized of not less than 2.00 to 1.00 and a ratio of current maturities of long-term debt to EBITDA plus stock compensation and minus income taxes paid and capital expenditures of not more than 2.75 to 1.00.

At March 31, 2014, the Company was in compliance with all its covenants under the Credit Agreement.

Refer to Note 11, *Subsequent Events*, for further discussion regarding an amendment to the Credit Agreement.

## 10. Income Taxes

The Company files income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. The Internal Revenue Service (the "IRS") has completed examinations of the Company's U.S. income tax returns or the statute of limitations has passed on returns for the years through 2009. The Company's 2011 U.S. income tax return is currently under examination by the IRS.

Under the provisions of the ASC Subtopic 740-10-25, *Income Taxes - Recognition*, the Company had an unrecognized tax benefit of \$0.5 million as of March 31, 2014.

The Company's effective tax rate was 42.3% for the three months ended March 31, 2014 compared to 21.5% for the three months ended March 31, 2013. The increase in the effective rate is primarily due to the expiration of the research and development tax credit, which has not been re-enacted by Congress for 2014. In addition to the research and development tax credit and U.S. domestic production deduction, the difference between the Company's federal statutory rate of 35% and the effective tax rate relates primarily to state income taxes, net of the federal benefit, and permanent non-deductible items such as non-deductible executive compensation, 50% of meals and entertainment expenses, and transaction costs. As of March 31, 2014, the Company's net current deferred tax asset was \$0.1 million and its net non-current deferred tax liability was \$9.7 million. Generally, deferred tax assets are related to stock compensation, accruals and net operating losses of acquired companies. Deferred tax liabilities relate to goodwill, intangibles, fixed asset depreciation, and prepaid expenses. Net current deferred tax assets are recorded in "Other current assets" and net non-current deferred tax liabilities are recorded in "Other non-current liabilities" on the Condensed Consolidated Balance Sheet as of March 31, 2014.

## 11. Subsequent Events

### Acquisition of BioPharm Systems, Inc.

On April 1, 2014, the Company acquired substantially all of the assets of BioPharm Systems, Inc., a California corporation ("California BioPharm"), and all of the outstanding stock of BioPharm Systems, Inc., a Delaware corporation (together with California BioPharm, "BioPharm"), pursuant to the terms of an Asset Purchase Agreement and a Stock Purchase Agreement, for approximately \$17.6 million, of which approximately \$11.4 million was cash paid at closing and \$6.2 million was Company common stock placed in escrow at closing. BioPharm was a business and information technology consulting firm focused on the life sciences industry. The acquisition of BioPharm expands the Company's industry vertical expertise with the addition of a dedicated life sciences vertical.

Goodwill and intangible assets are expected to be recorded on the Consolidated Balance Sheet from the acquisition of BioPharm. As of May 8, 2014, the initial accounting for the business combination has not been completed, including the measurement of certain intangible assets and goodwill. Acquisition costs for the three months ended March 31, 2014 were approximately \$0.2 million.

### Acquisition of Trifecta Technologies, Inc. and Trifecta Technologies Canada, Limited

On May 7, 2014, the Company acquired substantially all of the assets related to the eCommerce business of Trifecta Technologies, Inc. and Trifecta Technologies Canada, Limited, pursuant to the terms of an Asset Purchase Agreement, for approximately \$13.7 million, of which approximately \$12.7 million was cash paid at closing and \$1.0 million was Company common stock placed in escrow at closing. Trifecta was a business and information technology consulting firm focused on IBM WebSphere Commerce solutions. The acquisition of Trifecta expands our ability to deliver larger, more powerful commerce solutions.

Goodwill and intangible assets are expected to be recorded on the Consolidated Balance Sheet from the acquisition of Trifecta. As of May 8, 2014, the initial accounting for the business combination has not been completed, including the measurement of certain intangible assets and goodwill. Acquisition costs for the three months ended March 31, 2014 were immaterial.

### Amendment to the Credit Agreement

The Company and the Lenders entered into Amendment No. 1 to the Second Amended and Restated Credit Agreement (the "Amendment"), pursuant to which the Company and the Lenders increased the amount of available borrowing capacity under the Credit Agreement by \$15.0 million, effective as of May 7, 2014, thereby allowing for revolving credit borrowings up to a maximum principal amount of \$90.0 million. The Credit Agreement provides for an aggregate commitment increase of up to \$25.0 million, including the \$15.0 million increase effected by the Amendment.

## 12. Recent Accounting Pronouncements

None.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

*Statements made in this Form 10-Q, including without limitation this Management's Discussion and Analysis of Financial Condition and Results of Operations, other than statements of historical information, are forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements may sometimes be identified by such words as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of those words and other comparable words. We believe that it is important to communicate our future expectations to investors. However, these forward-looking statements involve many risks and uncertainties. Our actual results could differ materially from those indicated in such forward-looking statements as a result of certain factors, including but not limited to, those set forth under Risk Factors in our Annual Report on Form 10-K previously filed with the SEC and elsewhere in this Form 10-Q. We are under no duty to update any of the forward-looking statements after the date of this Form 10-Q to conform these statements to actual results. For additional information, see the "Special Note Regarding Forward-Looking Statements" contained in this Form 10-Q.*

### Overview

We are an information technology consulting firm serving Forbes Global 2000 and other large enterprise companies with a primary focus on the United States. We help our clients gain competitive advantage by using Internet-based technologies to make their businesses more responsive to market opportunities and threats, strengthen relationships with their customers, suppliers and partners, improve productivity, and reduce information technology costs. We design, build, and deliver business-driven technology solutions using third party software products. Our solutions include business analysis, portals and collaboration, business integration, user experience, enterprise content management, customer relationship management, interactive design, enterprise performance management, business process management, business intelligence, eCommerce, mobile platforms, custom applications, and technology platform implementations, among others. Our solutions enable our clients to operate a real-time enterprise that dynamically adapts business processes and the systems that support them to meet the changing demands of an increasingly global, Internet-driven, and competitive marketplace.

### Services Revenues

Services revenues are derived from professional services that include developing, implementing, integrating, automating and extending business processes, technology infrastructure, and software applications. Most of our projects are performed on a time and materials basis, while a smaller portion of our revenues is derived from projects performed on a fixed fee basis. Fixed fee engagements represented approximately 10% of our services revenues for the three months ended March 31, 2014 and 2013. For time and material projects, revenues are recognized and billed by multiplying the number of hours our professionals expend in the performance of the project by the established billing rates. For fixed fee projects, revenues are generally recognized using an input method based on the ratio of hours expended to total estimated hours. Amounts invoiced and collected in excess of revenues recognized are classified as deferred revenues. On most projects, we are also reimbursed for out-of-pocket expenses such as airfare, lodging, and meals. These reimbursements are included as a component of revenues. The aggregate amount of reimbursed expenses will fluctuate depending on the location of our clients, the total number of our projects that require travel, and whether our arrangements with our clients provide for the reimbursement of travel and other project-related expenses.

### Software and Hardware Revenues

Software and hardware revenues are derived from sales of third-party software and hardware. Revenues from sales of third-party software and hardware are generally recorded on a gross basis provided that we act as a principal in the transaction. On rare occasions, we do not meet the requirements to be considered a principal in the transaction and act as an agent. In these cases, revenues are recorded on a net basis. Software and hardware revenues are expected to fluctuate depending on our clients' demand for these products.

If we enter into contracts for the sale of services and software or hardware, management evaluates whether each element should be accounted for separately by considering the following criteria: (1) whether the deliverables have value to the client on a stand-alone basis; and (2) whether delivery or performance of the undelivered item or items is considered probable and substantially in our control (only if the arrangement includes a general right of return related to the delivered item). Further, for sales of software and services, management also evaluates whether the services are essential to the functionality of the software and has fair value evidence for each deliverable. If management concludes that the separation criteria are met, then it accounts for each deliverable in the transaction separately, based on the relevant revenue recognition policies. Generally, all deliverables of our multiple element arrangements meet these criteria and are accounted for separately, with the arrangement consideration allocated among the deliverables using vendor-specific objective evidence of the selling price. As a result, we generally recognize software and hardware sales upon delivery to the customer and services consistent with the policies described herein.

Further, delivery of software and hardware sales, when sold contemporaneously with services, can generally occur at varying times depending on the specific client project arrangement. Delivery of services generally occurs over a period of time consistent with the timeline as outlined in the client contract.

There are no significant cancellation or termination-type provisions for our software and hardware sales. Contracts for professional services provide for a general right, to the client or us, to cancel or terminate the contract within a given period of time (generally 10 to 30 days' notice is required). The client is responsible for any time and expenses incurred up to the date of cancellation or termination of the contract.

## Cost of Revenues

Cost of revenues consists primarily of cash and non-cash compensation and benefits, including bonuses and non-cash compensation related to equity awards. Cost of revenues also includes the costs associated with subcontractors. Third-party software and hardware costs, reimbursable expenses and other unreimbursed project-related expenses are also included in cost of revenues. Project-related expenses will fluctuate generally depending on outside factors including the cost and frequency of travel and the location of our clients. Cost of revenues does not include depreciation of assets used in the production of revenues which are primarily personal computers, servers, and other information technology related equipment.

## Gross Margins

Our gross margins for services are affected by the utilization rates of our professionals (defined as the percentage of our professionals' time billed to clients divided by the total available hours in the respective period), the salaries we pay our professionals, and the average billing rate we receive from our clients. If a project ends earlier than scheduled, we retain professionals in advance of receiving project assignments, or if demand for our services declines, our utilization rate will decline and adversely affect our gross margins. Gross margin percentages of third-party software and hardware sales are typically lower than gross margin percentages for services, and the mix of services and software and hardware for a particular period can significantly impact our total combined gross margin percentage for such period. In addition, gross margin for software and hardware sales can fluctuate due to pricing and other competitive pressures.

## Selling, General, and Administrative Expenses

Selling, general and administrative ("SG&A") expenses are primarily composed of sales-related costs, general and administrative salaries, stock compensation expense, recruiting expense, office costs, bad debts, variable compensation costs, research and development costs, and other miscellaneous expenses. We work to minimize selling costs by focusing on repeat business with existing clients and by accessing sales leads generated by our software vendors, most notably IBM, Oracle and Microsoft, whose products we use to design and implement solutions for our clients. These relationships enable us to reduce our selling costs and sales cycle times and increase win rates through leveraging our partners' marketing efforts and endorsements.

## Plans for Growth and Acquisitions

Our goal is to continue to build one of the leading independent information technology consulting firms by expanding our relationships with existing and new clients and through the continuation of our disciplined acquisition strategy. Our future growth plan includes expanding our business with a primary focus on customers in the United States, both organically and through acquisitions. We also intend to further leverage our existing offshore capabilities to support our future growth and provide our clients flexible options for project delivery.

When analyzing revenue growth by base business compared to acquired companies in the Results of Operations section below, revenue attributable to base business is defined as revenue from an acquired company that has been owned for a full four quarters after the date of acquisition.

## Results of Operations

### Three Months Ended March 31, 2014 compared to three months ended March 31, 2013

**Revenues.** Total revenues increased 14% to \$97.2 million for the three months ended March 31, 2014 from \$84.9 million for the three months ended March 31, 2013.

	Financial Results (in thousands)			Explanation for Increases Over Prior Year Period (in thousands)	
	For the Three Months Ended March 31, 2014	For the Three Months Ended March 31, 2013	Total Increase (Decrease) Over Prior Year Period	Increase Attributable to Acquired Companies	Increase (Decrease) Attributable to Base Business
Services Revenues	\$ 88,489	\$ 73,567	\$ 14,922	\$ 11,606	\$ 3,316
Software and Hardware Revenues	5,003	7,844	(2,841)	63	(2,904)
Reimbursable Expenses	3,678	3,524	154	166	(12)
Total Revenues	\$ 97,170	\$ 84,935	\$ 12,235	\$ 11,835	\$ 400

Services revenues increased 20% to \$88.5 million for the three months ended March 31, 2014 from \$73.6 million for the three months ended March 31, 2013. Services revenues attributable to our base business increased by \$3.3 million while services revenues attributable to acquired companies increased \$11.6 million, resulting in a total increase of \$14.9 million.

Software and hardware revenues decreased 36% to \$5.0 million for the three months ended March 31, 2014 from \$7.8 million for the three months ended March 31, 2013 primarily due to a decrease in initial and renewal software license sales. Reimbursable expenses increased 4% to \$3.7 million for the three months ended March 31, 2014 from \$3.5 million for the three months ended March 31, 2013. We do not realize any profit on reimbursable expenses.

*Cost of Revenues.* Cost of revenues increased 11% to \$65.7 million for the three months ended March 31, 2014 from \$59.4 million for the three months ended March 31, 2013. The increase in cost of revenues is primarily related to costs associated with services revenues which increased 18% to \$57.5 million for the three months ended March 31, 2014 from \$48.7 million due to an increase in revenue as noted above. Software and hardware costs decreased 38% to \$4.5 million for the three months ended March 31, 2014 from \$7.2 million for the three months ended March 31, 2013, as a result of the decrease in software license sales.

*Gross Margin.* Gross margin increased 23% to \$31.5 million for the three months ended March 31, 2014 from \$25.5 million for the three months ended March 31, 2013. Gross margin as a percentage of revenues increased to 32.4% for the three months ended March 31, 2014 from 30.0% for the three months ended March 31, 2013. Services gross margin, excluding reimbursable expenses, increased to 35.0% or \$31.0 million for the three months ended March 31, 2014 from 33.8% or \$24.9 million for the three months ended March 31, 2013. The increase in services gross margin is primarily a result of a higher average bill rate. The average bill rate for our professionals, excluding subcontractors, increased to \$132 per hour for the three months ended March 31, 2014 from \$121 per hour for the three months ended March 31, 2013, primarily due to improved pricing opportunities. The average bill rate of our professionals excluding subcontractors and offshore resources, for the three months ended March 31, 2014, was \$143 per hour compared to \$132 per hour for the three months ended March 31, 2013.

*Selling, General and Administrative.* SG&A expenses increased 16% to \$20.7 million for the three months ended March 31, 2014 from \$17.9 million for the three months ended March 31, 2013 primarily due to an increase in sales and marketing related costs. SG&A expenses, as a percentage of revenues, increased slightly to 21.3% for the three months ended March 31, 2014 from 21.0% for the three months ended March 31, 2013.

*Depreciation.* Depreciation expense increased 34% to \$0.9 million for the three months ended March 31, 2014 from \$0.7 million for the three months ended March 31, 2013. The increase in depreciation expense is primarily attributable to an increase in capital expenditures to support our growth. Depreciation expense as a percentage of revenues was 0.9% for the three months ended March 31, 2014 and 0.8% for the three months ended March 31, 2013.

*Amortization.* Amortization expense increased 54% to \$2.7 million for the three months ended March 31, 2014 from \$1.8 million for the three months ended March 31, 2013. The increase in amortization expense is due to the addition of intangible assets from acquisitions during 2013 and 2014. Amortization expense as a percentage of revenues was 2.8% for the three months ended March 31, 2014 and 2.1% for the three months ended March 31, 2013.

*Acquisition Costs.* Acquisition-related costs were \$1.5 million for the three months ended March 31, 2014 and were related to the acquisitions of ForwardThink Group Inc. ("ForwardThink") and substantially all of the assets of BioPharm Systems, Inc., a California corporation, and all of the outstanding stock of BioPharm Systems, Inc., a Delaware corporation. These acquisition-related costs were incurred for legal, accounting, and valuation services performed by third parties. Acquisition-related costs were immaterial for the three months ended March 31, 2013.

*Adjustment to Fair Value of Contingent Consideration.* \$0.2 million was recorded during the three months ended March 31, 2014 for the accretion of the fair value estimate for the earnings-based contingent consideration related to the Clear Task, Inc. and CoreMatrix Systems, LLC acquisitions. No adjustments to fair value of contingent consideration were recorded during the three months ended March 31, 2013.

*Provision for Income Taxes.* We provide for federal, state and foreign income taxes at the applicable statutory rates adjusted for non-deductible expenses. Our effective tax rate increased to 42.3% for the three months ended March 31, 2014 from 21.5% for the three months ended March 31, 2013. The increase in the effective rate is primarily due to the expiration of the research and development tax credit, which has not been re-enacted by Congress for 2014. Our effective rate for the three months ended March 31, 2013 included the impact of the research and development tax credit for 2012 and 2013 which was enacted for both years in January 2013.

## Liquidity and Capital Resources

Selected measures of liquidity and capital resources are as follows (in millions):

	As of March 31, 2014	As of December 31, 2013
Cash, cash equivalents and investments	\$ 4.7	\$ 7.0
Working capital (including cash and cash equivalents) (1)	\$ 67.8	\$ 57.3
Amounts available under credit facilities	\$ 24.8	\$ 55.8

(1) Working capital is total current assets less total current liabilities

### *Net Cash Used in Operating Activities*

Net cash used by operating activities for the three months ended March 31, 2014 was \$3.2 million compared to net cash used in operating activities of \$0.5 million for the three months ended March 31, 2013. For the three months ended March 31, 2014, the primary components of operating cash flows were net income of \$3.0 million plus non-cash charges of \$7.5 million, offset by working capital investments of \$13.7 million. The primary components of operating cash flows for the three months ended March 31, 2013 were net income of \$4.1 million plus non-cash charges of \$5.4 million, offset by working capital investments of \$10.0 million.

### *Net Cash Used In Investing Activities*

During the three months ended March 31, 2014, we used \$26.5 million for acquisition purchases and \$1.9 million to purchase property and equipment and to develop certain software for internal use. During the three months ended March 31, 2013, we used \$0.5 million for acquisition purchases and \$2.5 million for purchases of equipment and to develop certain software for internal use.

### *Net Cash Provided By Financing Activities*

During the three months ended March 31, 2014, we drew down \$70.0 million from our line of credit and we realized a tax benefit related to vesting of stock awards and stock option exercises plus proceeds from the exercise of stock options and sales of stock through the Employee Stock Purchase Plan of \$0.7 million. We repaid \$39.0 million on our line of credit, used \$0.6 million to repurchase shares of our common stock through the stock repurchase program and \$1.7 million to remit taxes withheld as part of a net share settlement of restricted stock vesting. For the three months ended March 31, 2013, we borrowed \$21.9 million on our line of credit and we realized a tax benefit related to vesting of stock awards and stock option exercises plus proceeds from the exercise of stock options and sales of stock through the Employee Stock Purchase Plan of \$0.3 million. We repaid \$18.7 million on our line of credit, used \$1.4 million to repurchase shares of our common stock through the stock repurchase program and used \$0.3 million to remit taxes withheld as part of a net share settlement of restricted stock vesting.

### *Availability of Funds from Bank Line of Credit Facility*

On July 31, 2013, the Company renewed and extended the term of its credit agreement (the "Credit Agreement") with Silicon Valley Bank ("SVB"), U.S. Bank National Association, and Bank of America, N.A. (the "Lenders"). The Credit Agreement provides for revolving credit borrowings up to a maximum principal amount of \$75.0 million, subject to a commitment increase of \$25.0 million. The Credit Agreement also allows for the issuance of letters of credit in the aggregate amount of up to \$5.0 million at any one time. Outstanding letters of credit reduce the credit available for revolving credit borrowings. As of March 31, 2014, the Company had an outstanding letter of credit in the amount of \$0.2 million to secure an office space lease. Substantially all of the Company's assets are pledged to secure the credit facility.

All outstanding amounts owed under the Credit Agreement become due and payable no later than the final maturity date of July 31, 2017. Borrowings under the Credit Agreement bear interest at the Company's option of SVB's prime rate (4.00% on March 31, 2014) plus a margin ranging from 0.00% to 0.50% or one-month LIBOR (0.15% on March 31, 2014) plus a margin ranging from 2.00% to 2.50%. The additional margin amount is dependent on the level of outstanding borrowings. As of March 31, 2014, the Company had \$24.8 million of borrowing capacity. The Company incurs an annual commitment fee of 0.30% on the unused portion of the line of credit.

At March 31, 2014, the Company was in compliance with all its covenants under the Credit Agreement.

Refer to Item 5, *Other Information*, of Part II of this Form 10-Q for further discussion regarding an amendment to the Credit Agreement.

## ***Stock Repurchase Program***

Prior to 2013, our Board of Directors authorized the repurchase of up to \$70.0 million of our common stock. In June 2013, our Board of Directors authorized the repurchase of up to an additional \$20.0 million of our common stock for a total repurchase program of \$90.0 million. The repurchase program expires December 31, 2014.

From time to time, we establish a written trading plan in accordance with Rule 10b5-1 of the Exchange Act, pursuant to which we make a portion of our stock repurchases. Additional repurchases will be at times and in amounts as the Company deems appropriate and will be made through open market transactions in compliance with Rule 10b-18 of the Exchange Act, subject to market conditions, applicable legal requirements, and other factors.

Since the program's inception on August 11, 2008, we have repurchased approximately \$74.4 million (9.0 million shares) of our outstanding common stock through March 31, 2014.

## ***Contractual Obligations***

There were no material changes outside the ordinary course of our business in lease obligations in the first three months of 2014.

As of March 31, 2014, there was \$50.0 million outstanding under the Credit Agreement as compared to \$19.0 million as of December 31, 2013. The amounts are classified as "Long-term debt" within the Condensed Consolidated Balance Sheets and will become due and payable no later than the final maturity date of July 31, 2017.

## ***Off Balance Sheet Arrangements***

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

## ***Conclusion***

Of the total cash and cash equivalents reported on the condensed consolidated balance sheet as of March 31, 2014 of \$4.7 million, approximately \$3.6 million was held by the Company's Chinese operations and is considered to be indefinitely reinvested in those operations. The Company has no intention of repatriating cash from its Chinese operations in the foreseeable future.

We believe that the currently available funds, access to capital from our credit facility, and cash flows generated from operations will be sufficient to meet our working capital requirements and other capital needs for the next 12 months.

## ***Critical Accounting Policies***

Our accounting policies are fully described in Note 2, *Summary of Significant Accounting Policies*, to our Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2013. We believe our most critical accounting policies include revenue recognition, accounting for goodwill and intangible assets, purchase accounting, accounting for stock-based compensation, and income taxes.

## ***Item 3. Quantitative and Qualitative Disclosures about Market Risk***

### ***Exchange Rate Sensitivity***

We are exposed to market risks associated with changes in foreign currency exchange rates because we generate a portion of our revenues and incur a portion of our expenses in currencies other than the U.S. dollar. As of March 31, 2014, we were exposed to changes in exchange rates between the U.S. Dollar and the Canadian Dollar, between the U.S. Dollar and the Chinese Yuan, and between the U.S. Dollar and the Indian Rupee. We have not hedged foreign currency exposures related to transactions denominated in currencies other than U.S. Dollars. Our exposure to foreign currency risk is not significant.

## *Interest Rate Sensitivity*

As of March 31, 2014, there was \$50.0 million outstanding and \$24.8 million of available borrowing capacity under our Credit Agreement. Our interest expense will fluctuate as the interest rate for the line of credit floats based, at our option, on our lead lender's prime rate plus a margin or the one-month LIBOR rate plus a margin. Based on the \$50.0 million outstanding on the line of credit as of March 31, 2014, an increase in the interest rate of 100 basis points would add \$500,000 of interest expense per year, which is not considered material to our financial position or results of operations.

We had unrestricted cash and cash equivalents totaling \$4.7 million at March 31, 2014 and \$7.0 million at December 31, 2013. The unrestricted cash and cash equivalents are held for working capital purposes. We do not enter into investments for trading or speculative purposes. Due to the short-term nature of these investments, we believe that we do not have any material exposure to changes in the fair value of our investment portfolio as a result of changes in interest rates. Declines in interest rates, however, will reduce future interest income.

## **Item 4. Controls and Procedures**

### *Evaluation of Disclosure Controls and Procedures*

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our management, with the participation of our principal executive officer and principal financial officer, concluded that these disclosure controls and procedures were effective.

There was no change in our internal control over financial reporting as defined in Exchange Act Rule 13a-15(f) during the three months ended March 31, 2014, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1A. Risk Factors**

In evaluating all forward-looking statements, you should specifically consider various risk factors that may cause actual results to vary from those contained in the forward-looking statements. Our risk factors are included in our Annual Report on Form 10-K for the year ended December 31, 2013, as filed with the SEC on March 6, 2014 and available at [www.sec.gov](http://www.sec.gov). There have been no material changes to these risk factors since the filing of our Form 10-K.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

#### *Unregistered Sales of Securities*

On February 10, 2014, we acquired ForwardThink. The consideration paid in this transaction included 742,115 unregistered shares of our common stock with an aggregate value of approximately \$16.2 million based on the average closing sales price for the 30 consecutive trading days ending on the date immediately before the acquisition's closing date. We relied on Section 4(a)(2) of the Securities Act of 1933, as amended, as the basis for exemption from registration. These shares were issued to ForwardThink in a privately negotiated transaction and not pursuant to a public solicitation.

#### *Issuer Purchases of Securities*

Prior to 2013, our Board of Directors authorized the repurchase of up to \$70.0 million of our common stock. In June 2013, the Board of Directors authorized the repurchase of up to an additional \$20.0 million of our common stock for a total repurchase program of \$90.0 million. The repurchase program expires December 31, 2014. The program could be suspended or discontinued at any time, based on market, economic, or business conditions. The timing and amount of repurchase transactions will be determined by our management based on its evaluation of market conditions, share price, and other factors.



Since the program's inception on August 11, 2008, we have repurchased approximately \$74.4 million of our outstanding common stock through March 31, 2014.

Period	Total Number of Shares Purchased	Average Price Paid Per Share (1)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
Beginning Balance as of December 31, 2013	8,962,955	\$ 8.24	8,962,955	\$ 16,184,041
January 1-31, 2014	-	-	-	\$ 16,184,041
February 1-28, 2014	-	-	-	\$ 16,184,041
March 1-31, 2014	30,900	19.74	30,900	\$ 15,574,196
Ending Balance as of March 31, 2014	8,993,855	\$ 8.28	8,993,855	

(1) Average price paid per share includes commission.

## Item 5. Other Information

### *Acquisition of Trifecta Technologies, Inc. and Trifecta Technologies Canada, Limited*

On May 7, 2014, the Company acquired substantially all of the assets related to the eCommerce business of Trifecta Technologies, Inc. and Trifecta Technologies Canada, Limited, pursuant to the terms of an Asset Purchase Agreement. Refer to Note 11, *Subsequent Events*, for further discussion.

### *Amendment to the Credit Agreement*

The Company and the Lenders entered into Amendment No. 1 to the Second Amended and Restated Credit Agreement (the "Amendment"), pursuant to which the Company and the Lenders increased the amount of available borrowing capacity under the Credit Agreement by \$15.0 million, effective as of May 7, 2014, thereby allowing for revolving credit borrowings up to a maximum principal amount of \$90.0 million. The Credit Agreement provides for an aggregate commitment increase of up to \$25.0 million, including the \$15.0 million increase effected by the Amendment.

## Item 6. Exhibits

The exhibits filed as part of this Report on Form 10-Q are listed in the Exhibit Index immediately preceding the exhibits.

## SIGNATURES

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, thereunto duly authorized.

PERFICIENT, INC.

Date: May 8, 2014

By: /s/ Jeffrey S. Davis  
Jeffrey S. Davis  
Chief Executive Officer (*Principal Executive Officer*)

Date: May 8, 2014

By: /s/ Paul E. Martin  
Paul E. Martin  
Chief Financial Officer (*Principal Financial Officer*)

# EXHIBITS INDEX

Exhibit Number	Description
3.1	Certificate of Incorporation of Perficient, Inc., previously filed with the Securities and Exchange Commission as an Exhibit to our Registration Statement on Form SB-2 (File No. 333-78337) declared effective on July 28, 1999 by the Securities and Exchange Commission and incorporated herein by reference
3.2	Certificate of Amendment to Certificate of Incorporation of Perficient, Inc., previously filed with the Securities and Exchange Commission as an Exhibit to our Form 8-A (File No. 000-51167) filed with the Securities and Exchange Commission pursuant to Section 12(g) of the Securities Exchange Act of 1934 on February 15, 2005 and incorporated herein by reference
3.3	Certificate of Amendment to Certificate of Incorporation of Perficient, Inc., previously filed with the Securities and Exchange Commission as an Exhibit to our Registration Statement on form S-8 (File No. 333-130624) filed on December 22, 2005 and incorporated herein by reference
3.4	Amended and Restated Bylaws of Perficient, Inc., previously filed with the Securities and Exchange Commission as an Exhibit to our Annual Report on Form 10-K for the year ended December 31, 2012 (File No. 001-15169) filed March 7, 2013 and incorporated herein by reference
4.1	Specimen Certificate for shares of Perficient, Inc. common stock, previously filed with the Securities and Exchange Commission as an Exhibit to our Quarterly Report on Form 10-Q (File No. 001-15169) filed May 7, 2009 and incorporated herein by reference
10.1	Agreement and Plan of Merger, dated as of February 10, 2014, by and among Perficient, Inc., Garden MS Co., ForwardThink Group Inc., each of the Principals and Robert Shinbrot, in his capacity as the Representative, previously filed with the Securities and Exchange Commission as an Exhibit to our Current Report on Form 8-K (File No. 001-15169) filed February 11, 2014 and incorporated herein by reference
10.2*	Amendment No. 1 to Second Amended and Restated Credit Agreement, dated May 7, 2014, by and among Perficient, Inc., the Lenders party thereto and Silicon Valley Bank, as Lead Arranger, Book Manager, Swingline Lender and as Administrative Agent for the Lenders
31.1*	Certification by the Chief Executive Officer of Perficient, Inc. as required by Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification by the Chief Financial Officer of Perficient, Inc. as required by Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification by the Chief Executive Officer and Chief Financial Officer of Perficient, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1*	Perficient, Inc. Press Release Dated May 8, 2014
101*	The following financial information from Perficient, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets as of March 31, 2014 (Unaudited) and December 31, 2013, (ii) Condensed Consolidated Statements of Operations (Unaudited) for the three months ended March 31, 2014 and 2013, (iii) Condensed Consolidated Statements of Comprehensive Income (Unaudited) for the three months ended March 31, 2014 and 2013, (iv) Condensed Consolidated Statement of Shareholders' Equity (Unaudited) for the three months ended March 31, 2014, (v) Condensed Consolidated Statements of Cash Flows (Unaudited) for the three months ended March 31, 2014 and 2013, and (vi) the Notes to Interim Unaudited Condensed Consolidated Financial Statements
*	Filed herewith.
**	Included but not to be considered "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

**AMENDMENT NO. 1  
TO  
SECOND AMENDED AND RESTATED CREDIT AGREEMENT**

**THIS AMENDMENT NO. 1** to Second Amended and Restated Credit Agreement (this "***Amendment***") is entered into this 7th day of May, 2014, by and among **PERFICIENT, INC.**, a Delaware corporation ("***Borrower***"), the several banks and other financial institutions or entities from time to time parties to the Credit Agreement (as defined below) ("***Lenders***") and **SILICON VALLEY BANK**, as Lead Arranger, Book Manager, Swingline Lender, and as Administrative Agent for the Lenders ("***Administrative Agent***"). Capitalized terms used herein without definition shall have the same meanings given them in the Credit Agreement (as defined below).

**RECITALS**

**A. WHEREAS**, Borrower, Lenders and Administrative Agent have entered into that certain Second Amended and Restated Credit Agreement, dated as of July 31, 2013 (as may be further amended, restated, or otherwise modified, the "***Credit Agreement***"), pursuant to which Lenders agreed to extend certain credit facilities to Borrower;

**B. WHEREAS**, Borrower has informed Lenders and Administrative Agent that it desires to increase the Revolving Commitment by \$15,000,000 pursuant to Section 2.21 of the Credit Agreement; and

**C. WHEREAS**, Lenders and Administrative Agent have agreed to make the increase available, but only to the extent, in accordance with the terms, subject to the conditions and in reliance upon the representations and warranties set forth below.

**NOW, THEREFORE**, in consideration of the foregoing recitals and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, and intending to be legally bound, the parties hereto agree as follows:

**AGREEMENT**

**1. AMENDMENT TO CREDIT AGREEMENT.** Schedule 1.1(a) (Commitments) to the Credit Agreement is hereby amended and restated in its entirety as set forth on Schedule 1.1(a) attached hereto.

**2. FEE.** Borrower agrees to pay to Administrative Agent, for the account of Lenders *pro rata* according to their Revolving Commitments, an upfront fee of \$45,000, which is equal to 0.30% of the \$15,000,000 Increase, and is due and payable in full on the Increase Effective Date. On the Increase Effective Date, the good faith nonrefundable deposit previously received from Borrower shall be applied to such upfront fee.

**3. LIMITATION OF AMENDMENT.**

3.1 The amendments set forth in Section 1 above, are effective for the purposes set forth herein and shall be limited precisely as written and shall not be deemed (a) to be a consent to any amendment, waiver or modification of any other term or condition of the Credit Agreement or any other Loan Documents, (b) to be a consent to any future amendment or modification or waiver to any instrument or agreement the execution and delivery of which is consented to hereby, or to any waiver of any of the provisions thereof, or (c) otherwise prejudice any right or remedy which Lenders and Administrative Agent may now have or may have in the future under or in connection with any Loan Document.

3.2 This Amendment shall be construed in connection with and as part of the Loan Documents and all terms, conditions, representations, warranties, covenants and agreements set forth in the Credit Agreement and other Loan Documents, except as herein amended, are hereby ratified and confirmed and shall remain in full force and effect.

**4. REPRESENTATIONS AND WARRANTIES.** To induce Lenders and Administrative Agent to enter into this Amendment, Borrower hereby represents and warrants to Lenders and Administrative Agent as follows:

4.1 Immediately after giving effect to this Amendment (a) the representations and warranties contained in the Loan Documents are true, accurate and complete in all material respects as of the date hereof (except to the extent such representations and warranties relate to an earlier date, in which case they are true, accurate and complete as of such date), and (b) no Event of Default has occurred and is continuing;

4.2 Borrower has the power and authority to execute and deliver this Amendment and to perform its obligations under the Credit Agreement, as amended by this Amendment;

4.3 The organizational documents of Borrower delivered to Lenders and Administrative Agent on the Closing Date pursuant to Section 5.1(d) remain true, accurate and complete and have not been amended, supplemented or restated and are and continue to be in full force and effect;

4.4 The execution and delivery by Borrower of this Amendment and the performance by Borrower of its obligations under the Credit Agreement, as amended by this Amendment, do not and will not contravene (a) any law or regulation binding on or affecting Borrower, (b) any contractual restriction with a Person binding on Borrower, (c) any order, judgment or decree of any court or other governmental or public body or authority, or subdivision thereof, binding on Borrower, or (d) the organizational documents of Borrower;

4.5 The execution and delivery by Borrower of this Amendment and the performance by Borrower of its obligations under the Credit Agreement, as amended by this Amendment, do not require any order, consent, approval, license, authorization or validation of, or filing, recording or registration with, or exemption by any governmental or public body or authority, or subdivision thereof, binding on either Borrower, except as already has been obtained or made;

4.6 This Amendment has been duly executed and delivered by Borrower and is the binding obligation of Borrower, enforceable against Borrower in accordance with its terms, except as such enforceability may be limited by bankruptcy, insolvency, reorganization, liquidation, moratorium or other similar laws of general application and equitable principles relating to or affecting creditors' rights; and

4.7 As of the date hereof, it has no defenses against the obligations to pay any amounts under the Obligations. Borrower acknowledges that Lenders and Administrative Agent have acted in good faith and have conducted in a commercially reasonable manner each of their relationships with Borrower in connection with this Amendment and in connection with the Loan Documents.

Borrower understands and acknowledges that Lenders and Administrative Agent are entering into this Amendment in reliance upon, and in partial consideration for, the above representations and warranties, and agrees that such reliance is reasonable and appropriate.

5. **EFFECTIVENESS.** This Amendment shall be deemed effective upon the satisfaction of the following conditions precedent, such date being the "*Increase Effective Date*":

5.1 **Amendment to Credit Agreement.** Each Loan Party and Administrative Agent shall have duly executed and delivered this Amendment to Administrative Agent.

5.2 **Expenses.** Borrower shall have paid all expenses (including all reasonable attorneys' fees and reasonable expenses), as described in Section 10.5 of the Credit Agreement, incurred and invoiced through the date of this Amendment.

6. **FUNDING OF INCREASE.** Notwithstanding anything to the contrary contained in Section 2.2 of the Credit Agreement, the initial advance of all or any portion of the Increase, whether an ABR Loan or a Eurodollar Loan, shall be made five (5) Business Days following Administrative Agent's receipt of an irrevocable Notice of Funding, which may be given to the Administrative Agent prior to the Increase Effective Date with an appropriate funding indemnity in favor of Administrative Agent. Such initial advance is an extension of credit subject to Section 5.2 of the Credit Agreement.

7. **INTEGRATION.** This Amendment and any documents executed in connection herewith or pursuant hereto contain the entire agreement between the parties with respect to the subject matter hereof and supersede all prior agreements, understandings, offers and negotiations, oral or written, with respect thereto and no extrinsic evidence whatsoever may be introduced in any judicial or arbitration proceeding, if any, involving this Amendment; except that any financing statements or other agreements or instruments filed by Administrative Agent with respect to each Loan Party shall remain in full force and effect.

**8. COUNTERPARTS.** This Amendment may be signed in any number of counterparts, and by different parties hereto in separate counterparts, with the same effect as if the signatures to each such counterpart were upon a single instrument. All counterparts shall be deemed an original of this Amendment.

**9. GOVERNING LAW; VENUE.** THIS AMENDMENT SHALL BE GOVERNED BY AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH THE LAWS OF THE STATE OF CALIFORNIA. Each party hereto hereby irrevocably and unconditionally submits to the exclusive jurisdiction of the State and Federal courts in Santa Clara County, California.

[Signature page follows.]

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**IN WITNESS WHEREOF**, the parties hereto have caused this Amendment No. 1 to Second Amended and Restated Credit Agreement to be duly executed and delivered by their proper and duly authorized officers as of the day and year first above written.

**BORROWER**

PERFICIENT, INC.

By: /s/ Paul E. Martin  
Name: Paul E. Martin  
Title: CFO

**GUARANTORS**

BOLDTECH INTERNATIONAL, LLC

By: Perficient, Inc.  
Its: Sole Member

By: /s/ Paul E. Martin  
Name: Paul E. Martin  
Title: CFO

TRITEK SOLUTIONS, INC.

By: /s/ Paul E. Martin  
Name: Paul E. Martin  
Title: CFO

FORWARDTHINK GROUP INC.

By: /s/ Paul E. Martin  
Name: Paul E. Martin  
Title: CFO

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**IN WITNESS WHEREOF**, the parties hereto have caused this Amendment No. 1 to Second Amended and Restated Credit Agreement to be duly executed and delivered by their proper and duly authorized officers as of the day and year first above written.

**ADMINISTRATIVE AGENT:**

SILICON VALLEY BANK

By: /s/ Jennie T. Bartlett  
Name: Jennie T. Bartlett  
Title: Vice President

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**IN WITNESS WHEREOF**, the parties hereto have caused this Amendment No. 1 to Second Amended and Restated Credit Agreement to be duly executed and delivered by their proper and duly authorized officers as of the day and year first above written.

**LENDER:**

SILICON VALLEY BANK  
as Issuing Lender and as a Lender

By: /s/ Jennie T. Bartlett  
Name: Jennie T. Bartlett  
Title: Vice President

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**IN WITNESS WHEREOF**, the parties hereto have caused this Amendment No. 1 to Second Amended and Restated Credit Agreement to be duly executed and delivered by their proper and duly authorized officers as of the day and year first above written.

**LENDER:**

BANK OF AMERICA, N.A.,  
as a Lender

By: /s/ Andrew L. Massaro  
Name: Andrew L. Massaro  
Title: Assistant Vice President

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**IN WITNESS WHEREOF**, the parties hereto have caused this Amendment No. 1 to Second Amended and Restated Credit Agreement to be duly executed and delivered by their proper and duly authorized officers as of the day and year first above written.

**LENDER:**

U.S. BANK, N.A.,  
as a Lender

By: /s/ Jacquelyn S. Rocchio  
Name: Jacquelyn S. Rocchio  
Title: Senior Vice President

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**SCHEDULE 1.1A**

**COMMITMENTS  
AND AGGREGATE EXPOSURE PERCENTAGES**

**REVOLVING COMMITMENTS**

Lender	Revolving Commitment	Revolving Percentage
Silicon Valley Bank	\$ 36,000,000	40%
Bank of America, N.A.	\$ 27,000,000	30%
U.S. Bank, N.A.	\$ 27,000,000	30%

**L/C COMMITMENT**

Lender	L/C Commitment	L/C Percentage
Silicon Valley Bank	\$ 5,000,000	100%

**SWINGLINE COMMITMENT**

Lender	Swingline Commitment	Swingline Percentage
Silicon Valley Bank	\$ 10,000,000	100%

## CERTIFICATIONS

I, Jeffrey S. Davis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Perficient, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2014

/s/ Jeffrey S. Davis  
Jeffrey S. Davis  
Chief Executive Officer

## CERTIFICATIONS

I, Paul E. Martin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Perficient, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2014

/s/ Paul E. Martin  
Paul E. Martin,  
Chief Financial Officer

**CERTIFICATION OF  
CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

Pursuant to 18 U.S.C. Sec. 1350 and in connection with the accompanying report on Form 10-Q for the period ended March 31, 2014 that contains financial statements of Perficient, Inc. (the "Company") filed for such period and that is being filed concurrently with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company hereby certify that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 8, 2014

By: /s/ Jeffrey S. Davis  
Jeffrey S. Davis  
Chief Executive Officer (*Principal Executive Officer*)

Date: May 8, 2014

By: /s/ Paul E. Martin  
Paul E. Martin  
Chief Financial Officer (*Principal Financial Officer*)



For more information, please contact:  
Bill Davis, Perficient, Inc., (314) 529-3555

FOR IMMEDIATE DISTRIBUTION

## PERFICIENT ACQUIRES IBM SMARTER COMMERCE DIVISION OF TRIFECTA TECHNOLOGIES

**SAINT LOUIS (May 8, 2014)** – Perficient, Inc. (NASDAQ: PRFT) ("Perficient"), a leading information technology and management consulting firm serving Global 2000 and other large enterprise customers throughout North America, today announced it has acquired the IBM Smarter Commerce division of Trifacta Technologies ("Trifacta"), an \$8 million annual services revenue business and information technology consulting firm focused on IBM WebSphere Commerce solutions.

Perficient's annualized revenues now exceed \$450 million, and the transaction is expected to be accretive to adjusted earnings per share immediately.

"We're excited to add to our IBM commerce capabilities with the acquisition of a talented team of commerce experts," said Jeffrey Davis, Perficient's chief executive officer and president. "With this addition, Perficient has strengthened our ability to deliver larger, more powerful commerce solutions for our enterprise customers."

"Today's empowered consumers expect brands to provide a unified and consistent experience across all channels – websites, kiosks, mobile phones and the customer service center. Clients are under increased pressure to rethink their commerce strategies to provide dynamic and compelling experiences on secure and scalable platforms," said John Jenkins, vice president of Perficient's IBM national business unit. "Trifacta's exemplary IBM WebSphere Commerce expertise and award-winning commerce offering enhance Perficient's ability to deliver comprehensive, fast, flexible and cost-effective omni-channel commerce solutions to our clients, helping them transform the consumer relationship through personalized experiences."

The acquisition:

- Deepens and expands Perficient's existing omni-channel commerce industry business processes and best practices, which complements the company's existing offerings;
- Strengthens Perficient's overall IBM partnership and capabilities by bringing extensive experience and intellectual property assets in the implementation, integration, migration, and hosting of IBM commerce solutions;
- Adds more than 40 consulting, technology, sales and support professionals; and
- Adds client relationships with leading enterprise customers including BonTon, Cardinal Health, Carhartt, Perfumania, Sears Canada, Tandus, Varsity Wacoal, and many others.

Trifacta Vice President Kevin Doyle joins Perficient in a key leadership role.

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"Perficient is highly regarded as one of IBM's most established and capable business partners," said Doyle. "We're thrilled to join the Perficient team, combining our commerce expertise and experience with their wide-ranging IBM capabilities to deliver high-value solutions."

The closing consideration paid in the transaction is approximately \$13.7 million and includes approximately \$12.7 million in cash and approximately \$1.0 million worth of Perficient common stock (based on the average closing price of Perficient's common stock on the NASDAQ Global Select Market for the 30 trading days immediately preceding the acquisition closing date per the terms of the acquisition agreement). This amount is subject to change based on net working capital adjustments determined in the months following the closing date.

Perficient's newly-expanded IBM Commerce team will be present at IBM's 2014 Smarter Commerce Summit, held May 13-15 at the Tampa Convention Center. IBM's Smarter Commerce Summit is the global event for technology and business leaders looking to transform business processes that help companies buy, market, sell and service their products and services. During the summit, the Perficient team will serve as a gold sponsor and have a presence in Booth G-1. Experts will discuss how Perficient draws on its collective experience to provide a complete marketing-to-fulfillment set of solutions that utilizes the core features of the IBM Smarter Commerce Portfolio.

Randy Grigg, managing partner of Ridgecrest Advisors, advised Perficient on the transaction in his capacity as a registered investment banking agent of M&A Securities Group, Inc.

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### **About Perficient**

Perficient is a leading information technology and management consulting firm serving Global 2000 and enterprise customers throughout North America. Perficient's professionals serve clients from a network of offices across North America and three offshore locations, in Eastern Europe, India, and China. Perficient helps clients use Internet-based technologies to improve productivity and competitiveness, strengthen relationships with customers, suppliers and partners, and reduce information technology costs. Perficient, traded on the Nasdaq Global Select Market, is a member of the Russell 2000® index and the S&P SmallCap 600 index. Perficient is an award-winning "Premier Level" IBM business partner, a Microsoft National Systems Integrator and Gold Certified Partner, an Oracle Platinum Partner, a Gold Salesforce.com Cloud Alliance Partner, a TeamTIBCO partner, and an EMC Select Services Team Partner. For more information, please visit [www.perficient.com](http://www.perficient.com).

### **About Trifecta Technologies IBM Smarter Commerce Division**

Now in its third decade, Trifecta develops innovative, high-value web-based business solutions using the latest eCommerce, cloud, web application and mobile technologies. The IBM Smarter Commerce division of Trifecta is amongst a select group of IBM Smarter Commerce Authorized partners, with a rich history of helping clients achieve great success selling online. Trifecta has offices in the technology corridor in eastern Pennsylvania's Lehigh Valley, Toronto, Ontario, Canada and in Visakhapatnam, India. To learn more, visit <http://www.trifecta.com>.

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### 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 2014. 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 annual report on Form 10-K for the year ended December 31, 2013 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 uncertainty on our business;
- (3) risks associated with the operation of our business generally, including:
  - a) client demand for our services and solutions;
  - b) maintaining a balance of our supply of skills and resources with client demand;
  - c) effectively competing in a highly competitive market;
  - d) protecting our clients' and our data and information;
  - e) risks from international operations;
  - f) obtaining favorable pricing to reflect services provided;
  - g) adapting to changes in technologies and offerings; and
  - h) risk of loss of one or more significant software vendors;
- (4) legal liabilities, including intellectual property protection and infringement;
- (5) risks associated with managing growth through acquisitions and organically; and
- (6) the risks detailed from time to time with our filings with the Securities and Exchange Commission.

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.