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

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 240.14a-12

**PERFICIENT, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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## Treatment of Equity (Stock) Awards

### At Transaction Closing:

- Conversion to cash of all previously vested/still-owned stock
- 100% Acceleration and payout on stock set to vest within 6 months of transaction closing date
  - This includes all grants vesting in October 2024 to the extent not already vested prior to closing.
- 50% Acceleration and payout of stock set to vest in months 7-12 after the transaction closing date

### At 6-Month Anniversary of Closing:

- Other 50% of stock set to vest in months 7-12 is accelerated and paid

### At 12-Month Anniversary of Closing:

- 100% Acceleration and payout on all other stock that has been awarded and is set to vest in all subsequent applicable vesting periods

## QUALIFYING TERMINATION

Upon a Qualifying Termination at any point within 12 months after the transaction closing date, all unvested stock awards held by an employee will automatically vest and be paid to the subject employee. A “*Qualifying Termination*” is defined as:

- Termination without Cause
- Death
- Disability

### **Other Terms for consideration:**

- Assumes a closing by the end of 2024
- Accelerated vesting payouts will be paid via standard payroll procedures (with withholdings for taxes), including Qualifying Termination payouts.
- \$76/share

**EXAMPLE (August 31 closing date):** A Director has restricted stock tranches vesting in October 2024, October 2025, and October 2026. The tranche set to vest in October 2024 will now vest upon the transaction closing date (anticipated as late August). The tranches set to vest in October 2025 and October 2026 will now vest at the one-year anniversary of the transaction closing date.

**EXAMPLE (December 31 closing date):** A Director has restricted stock tranches vesting in October 2024, October 2025, and October 2026. The tranche set to vest in October 2024 will vest prior to closing in the ordinary course. Fifty percent (50%) of the tranche set to vest in October 2025 will now vest upon the transaction closing date, and the remaining 50% of the tranche set to vest in October 2025 will now vest upon the 6-month anniversary of the transaction closing date. The tranche set to vest in October 2026 will now vest at the one-year anniversary of the transaction closing date.

## Forward-Looking Statements

This communication contains and Perficient, Inc.'s ("Perficient" or the "Company") other filings and press releases may include "forward-looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "continue," "guidance," "expect," "outlook," "project," "believe" or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding the benefits of and timeline for closing the proposed merger. These statements are based on various assumptions, whether or not identified in this communication, and on the current expectations of Perficient management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and may differ from assumptions. Many actual events and circumstances are beyond the control of Perficient. These forward-looking statements are subject to a number of risks and uncertainties, including the risk that the proposed merger may not be completed in a timely manner or at all, which may adversely affect Perficient's business and the market price of Perficient common stock; timing, receipt and terms and conditions of any required governmental and regulatory approvals of the proposed transaction that could delay the consummation of the proposed transaction or cause the parties to abandon the proposed transaction; the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement entered into in connection with the proposed transaction; the possibility that Perficient stockholders may not approve the proposed transaction; risks related to disruption of management time from ongoing business operations due to the proposed transaction; the risk that any announcements relating to the proposed transaction could have adverse effects on the market price of Perficient common stock; the risk of any unexpected costs or expenses resulting from the proposed transaction; the risk of any litigation relating to the proposed transaction; restrictions imposed on Perficient's business during the pendency of the proposed transaction; and the risk that the proposed transaction and its announcement could have an adverse effect on the ability of Perficient to retain and hire key personnel and to maintain relationships with customers, vendors, partners, employees, stockholders and other business relationships and on its operating results and business generally. Further information on factors that could cause actual results to differ materially from the results anticipated by the forward-looking statements is included in the Perficient Annual Report on Form 10-K for the fiscal year ended December 31, 2023 filed with the SEC on February 27, 2024, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings made by Perficient from time to time with the SEC. These filings, when available, are available on the investor relations section of the Perficient website at [www.perficient.com](http://www.perficient.com) or on the SEC's website at [www.sec.gov](http://www.sec.gov). If any of these risks materialize or any of these assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that Perficient presently does not know of or that Perficient currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. The forward-looking statements included in this communication are made only as of the date hereof. Perficient assumes no obligation and does not intend to update these forward-looking statements, except as required by law.

## Additional Information and Where to Find It

This communication is being made in respect of the proposed merger involving Perficient, Inc. and an affiliate of BPEA Private Equity Fund VIII ("EQT Asia"). In connection with the proposed merger, Perficient intends to file relevant materials with the Securities and Exchange Commission (the "SEC"), including a preliminary and definitive proxy statement on Schedule 14A. Following the filing of the definitive proxy statement (the "proxy statement") with the SEC, Perficient will mail the proxy statement and a proxy card to each stockholder entitled to vote at the special meeting relating to the proposed merger.

BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, STOCKHOLDERS OF PERFICIENT ARE URGED TO CAREFULLY READ THE PROXY STATEMENT IN ITS ENTIRETY (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND ANY OTHER DOCUMENTS RELATING TO THE PROPOSED MERGER THAT WILL BE FILED WITH THE SEC OR INCORPORATED BY REFERENCE THEREIN WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER. Investors and stockholders will be able to obtain copies of the proxy statement (when available) and other documents filed by Perficient with the SEC, without charge, through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Copies of the documents filed with the SEC by Perficient will be available free of charge on Perficient's website [www.perficient.com](http://www.perficient.com) under the heading "Investor Relations" and then "SEC Filings."

### **Participants in the Solicitation**

Perficient and its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed merger. Information about its directors and certain of its executive officers, including a description of their direct or indirect interests, by security holdings or otherwise, can be found under the captions "Compensation of Directors," "Compensation of Executive Officers," and "Security Ownership of Certain Beneficial Owners and Management" contained in the proxy statement for the Perficient 2024 Annual Stockholder Meeting filed with the SEC on April 17, 2024 (the "**2024 Annual Meeting Proxy Statement**"). To the extent that Perficient's directors and executive officers and their respective affiliates have acquired or disposed of security holdings since the applicable "as of" date disclosed in the 2024 Annual Meeting Proxy Statement, such transactions have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Stockholders may obtain additional information regarding the interests of such participants by reading the proxy statement and other relevant materials regarding the proposed merger to be filed with the SEC or incorporated by reference therein when they become available. Investors should read the proxy statement carefully when it becomes available before making any voting or investment decisions.