

PERFICIENT INC
Form S-3
September 06, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549**

**FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

Perficient, Inc.

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

Delaware

*(State or other
jurisdiction of
incorporation or
organization)*

74-2853258

*(I.R.S. Employer
Identification Number)*

**1120 South Capital of Texas Highway
Building 3, Suite 220
Austin, Texas 78746
(512) 531-6000**

*(Address, including zip code, and telephone number, including area code, of registrant's
principal executive offices)*

**John T. McDonald
1120 South Capital of Texas Highway
Building 3, Suite 220
Austin, Texas 78746
(512) 531-6000
(512) 531-6011 (fax)**

*(Name, address, including zip code, and telephone number, including area code, of agent for
service)*

Copy to:

**J. Nixon Fox, III
Vinson & Elkins L.L.P.
The Terrace 7
2801 Via Fortuna, Suite 100
Austin, Texas 78746-7568
(512) 542-8400
(512) 542-8612 (fax)**

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. p

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock offered by the Selling Stockholders (1)	355,633	\$23.12 (2)	\$8,222,234.96	\$252.42

(1) Up to 355,633 shares of Common Stock may be sold from time to time by the Selling Stockholders.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) under the Securities Act. The maximum offering price per unit and the maximum aggregate offering price is based on the average of the high and low sales price of Perficient, Inc.'s common stock on the Nasdaq Global Select Market on August 31, 2007.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. The securities represented in this prospectus may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, September 6, 2007

PRELIMINARY PROSPECTUS

355,633 Shares

Common Stock

This prospectus relates to the offer and sale from time to time of up to an aggregate of 355,633 shares of our common stock for the account of certain of our stockholders. See "Selling Stockholders" in this prospectus. We issued these shares in connection with our acquisition of Tier1 Innovation, LLC on June 25, 2007. We will not receive any proceeds from this offering.

We have previously registered the offer and sale from time to time of up to an aggregate of 5,569,166 shares of our common stock for the account of certain of our stockholders who acquired such shares in connection with our prior acquisitions as follows:

Number of Shares Registered	In Connection with Acquisition of:	SEC File No.
253,116	Genisys Consulting, Inc.	333-116549
1,938,001	Meritage Technologies, Inc.	333-117216
1,193,179	ZettaWorks LLC	333-123177
325,039	iPath Solutions, Ltd.	333-129054
158,857	Vivare, LP	333-129054
10,995	Vivare, LP	333-138602
464,569	Bay Street Solutions, Inc.	333-138602