

PERFICIENT INC

Form S-8

August 03, 2017

As filed with the Securities and Exchange Commission on August 3, 2017

Registration No. 333-____

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PERFICIENT, INC.

(Exact name of registrant as specified in its charter)

Delaware	74-2853258
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification No.)

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

SECOND AMENDED AND RESTATED
PERFICIENT, INC. 2012 LONG TERM INCENTIVE PLAN
and
THE PERFICIENT, INC. 401(k) EMPLOYEE SAVINGS PLAN
(Full title of the Plan)

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

Copy to:
Michele C. Kloeppe, Esq.
Thompson Coburn LLP
One US Bank Plaza
Suite 3500
St. Louis, Missouri 63101

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Phone: (314) 552-6000

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

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.001 par value per share	2,250,000 shares (3)	\$ 18.70	\$42,075,000	\$ 4,876.49

Pursuant to Rule 416(a) and (c) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (this “Registration Statement”) also covers such additional shares of common stock, \$0.001 par value per share (the “Common Stock”), of Perficient, Inc. (the “Company”) as may become issuable pursuant to the (1) anti-dilution provisions of the Second Amended and Restated Perficient, Inc. 2012 Long Term Incentive Plan (the “2012 Incentive Plan”) and The Perficient, Inc. 401(k) Employee Savings Plan (the “401(k) Plan”) as well as an indeterminate number of plan participation interests to be offered or sold pursuant to the plans. In accordance with Rule 457(h)(2) under the Securities Act, no separate fee calculation is required for such interests.

Estimated solely for the purposes of computing the registration fee pursuant to the provisions of Rule 457(c) and (2)(h) under the Securities Act, based upon the average of the high and low sale prices of the Common Stock as reported on The Nasdaq Global Select Market on July 28, 2017.

(3) Of the shares being registered hereunder, 2,000,000 shares relate to shares issuable pursuant to the 2012 Incentive Plan. The remaining 250,000 shares relate to shares issuable pursuant to the 401(k) Plan.

EXPLANATORY NOTE

This Registration Statement is being filed by the Company to register two million (2,000,000) additional shares of the Common Stock issuable under the 2012 Incentive Plan and two hundred fifty thousand (250,000) additional shares of Common Stock issuable under the 401(k) Plan (collectively, the “Additional Shares”). The Additional Shares are being registered in addition to (i) the Common Stock previously registered for issuance under the 2012 Incentive Plan by Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “SEC”) on August 20, 2012 (Registration File No. 333-183422), and September 5, 2014 (Registration File No. 333-198589) and (ii) the Common Stock previously registered for issuance under the 401(k) Plan by Registration Statements on Form S-8 filed with the SEC on August 30, 2000 (Registration File No. 333-44854), November 30, 2007 (Registration File No. 333-147730), July 8, 2009 (Registration File No. 333-160465) and August 20, 2012 (Registration File No. 333-183422) (collectively, the “Prior Registration Statements”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to such instruction, the contents of the Prior Registration Statements are incorporated by reference and made part of this Registration Statement.

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

The documents containing the information specified in Part I of this Registration Statement will be sent or given to the participants in the 2012 Incentive Plan and the 401(k) Plan as specified in Rule 428(b)(1) of the Securities Act. The Company has not filed such document(s) with the Commission, but such documents (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

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

- (i) The Company’s Annual Report on Form 10-K for the year ended December 31, 2016, filed February 28, 2017 (as amended on March 1, 2017);
- (ii) The Registrant’s Annual Report on Form 11-K for the year ended December 31, 2016, filed June 22, 2017;
- (iii) The Company’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017 and June 30, 2017, filed May 4, 2017 and August 3, 2017, respectively;
- (iv) The Company’s Current Reports on Form 8-K (specifically excluding the information furnished under Items 2.02 and 7.01 and any exhibits furnished thereto), filed January 4, 2017, February 28, 2017, April 11, 2017, May 4, 2017, June 12, 2017, June 16, 2017, June 23, 2017 and August 3, 2017; and
- (v) The description of the Common Stock contained in its Registration Statement on Form 8-A filed with the Commission on July 22, 1999, including any subsequent amendment or any report filed for the purpose of updating such description.

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

Where any document or part thereof is incorporated by reference in this Registration Statement, the Company will provide without charge to each person to whom a prospectus with respect to the 2012 Incentive Plan or the 401(k) Plan is delivered, upon written or oral request of such person, a copy of any and all of the information incorporated by reference in this Registration Statement, excluding exhibits unless such exhibits are specifically incorporated by reference.

Item 8. Exhibits.

The exhibits listed in the Exhibit Index that immediately follows the signature page to this Registration Statement are filed as part of or incorporated into this Registration Statement.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of St. Louis, State of Missouri, on August 3, 2017.

PERFICIENT, INC.

By: /s/ Jeffrey S. Davis

Name: Jeffrey S. Davis

Title: President and Chief Executive Officer

The Plan. Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of St. Louis, State of Missouri, on August 3, 2017.

THE PERFICIENT, INC. 401(k) EMPLOYEE SAVINGS PLAN

By: /s/ Paul E. Martin

Name: Paul E. Martin

Title: Chief Financial Officer

POWER OF ATTORNEY

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Jeffrey S. Davis</u> Jeffrey S. Davis	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	August 3, 2017
<u>/s/ Paul E. Martin</u> Paul E. Martin	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 3, 2017
<u>/s/ Ralph C. Derrickson</u> Ralph C. Derrickson	Director	August 3, 2017
<u>/s/ James R. Kackley</u> James R. Kackley	Director	August 3, 2017
<u>/s/ David S. Lundeen</u> David S. Lundeen	Director	August 3, 2017
<u>/s/ Brian L. Matthews</u> Brian L. Matthews	Director	August 3, 2017

Exhibit Index

The following exhibits are filed or incorporated by reference as part of this registration statement:

Exhibit Number	Exhibit
3.1	<u>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</u>
3.2	<u>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 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</u>
3.3	<u>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</u>
3.4	<u>Certificate of Amendment to Certificate of Incorporation of Perficient, Inc., previously filed with the Securities and Exchange Commission as an Exhibit to our Quarterly Report on Form 10-Q filed on August 3, 2017 and incorporated herein by reference</u>
3.5	<u>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 and incorporated herein by reference</u>
4.1	<u>Second Amended and Restated Perficient, Inc. 2012 Long Term Incentive Plan, previously filed as Appendix A to our Definitive Proxy Statement on Schedule 14A filed on April 28, 2017 and incorporated herein by reference</u>
4.2	<u>Flexible Nonstandardized Safe Harbor 401(k) Profit Sharing Plan Adoption Agreement, previously filed as an Exhibit to our Registration Statement on Form S-8 (File No. 333-44854) filed on August 30, 2000 and incorporated herein by reference</u>
4.3	<u>Qualified Retirement Plan – Basic Plan Document, previously filed as an Exhibit to our Registration Statement on Form S-8 (File No. 333-44854) filed on August 30, 2000 and incorporated herein by reference</u>
5.1*	Opinion of Thompson Coburn LLP regarding legality
23.1*	Consent of KPMG LLP
23.2*	Consent of Thompson Coburn LLP (included in the opinion filed as Exhibit 5.1 to this Registration Statement)
24.1*	Power of Attorney (included on the signature page hereto)

* Filed herewith