

PERFICIENT INC
Form 8-K
September 09, 2005

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 2, 2005

PERFICIENT, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-15169

(Commission
File Number)

74-2853258

(IRS Employer
Identification No.)

**1120 South Capital of Texas Highway, Suite 220, Building 3
Austin, Texas 78746**

(Address of principal executive offices including zip code)

Registrant's telephone number, including area code:

(512) 531-6000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

TABLE OF CONTENTS

Items 1.01 and 2.01 Entry into a Material Definitive Agreement and Completion of Acquisition or Disposition of Assets

Item 9.01 Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

Asset Purchase Agreement dated September 2, 2005

Press Release issued September 6, 2005

Table of Contents

Items 1.01 and 2.01 Entry into a Material Definitive Agreement and Completion of Acquisition or Disposition of Assets.

On September 2, 2005, Perficient, Inc. (Perficient), Perficient Vivare, Inc., a Delaware corporation and a wholly-owned subsidiary of Perficient (the Acquisition Sub), Vivare, LP (Vivare), a Texas limited partnership, and the other signatories thereto, entered into an Asset Purchase Agreement (the Purchase Agreement) pursuant to which Acquisition Sub acquired substantially all of the assets and assumed certain liabilities of Vivare (the Acquisition). The Acquisition closed on September 2, 2005. The total consideration paid in the Acquisition is \$9.2 million excluding transaction costs, which amount includes approximately \$4.9 million in cash and up to \$4.3 million worth of Perficient s common stock, based on the average closing price of Perficient s common stock for the three trading days immediately preceding the acquisition, which amount remains subject to certain post-closing adjustments.

The assets acquired in the Acquisition include accounts receivable, personal property, the rights and benefits under certain contracts and intangible assets relating to the business of Vivare. Prior to the acquisition, the assets of Vivare were used to provide information technology consulting services to its customers. Perficient intends to continue such uses for the assets of Vivare.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the full text of the Asset Purchase Agreement, a copy of which is included herein as Exhibit 2.1.

The press release announcing the acquisition is included herein as Exhibit 99.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

No Financial Statements relating to the Acquisition are required pursuant to Rule 3-05 of Regulation S-X.

(b) Pro Forma Financial Information

No pro forma financial information relating to the Acquisition are required pursuant to Article 11 of Regulation S-X.

(c) Exhibits

EXHIBIT NO. DESCRIPTION

Exhibit 2.1	Asset Purchase Agreement, dated as of September 2, 2005, by and among Perficient, Inc., Perficient Vivare, Inc., Vivare, LP and the other signatories thereto.
Exhibit 99.1	Perficient, Inc. Press Release issued on September 6, 2005 regarding the acquisition of Vivare LP.

Table of Contents

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 hereunto duly authorized.

Dated September 9, 2005

PERFICIENT, INC.

/s/ Michael D. Hill

Michael D. Hill
Chief Financial Officer

Table of Contents

**PERFICIENT, INC.
EXHIBIT INDEX**

EXHIBIT NUMBER	DESCRIPTION
2.1	Asset Purchase Agreement, dated as of September 2, 2005, by and among Perficient, Inc., Perficient Vivare, Inc., Vivare, LP and the other signatories thereto.
99.1	Perficient, Inc. Press Release issued on September 6, 2005 regarding the acquisition of Vivare LP.