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FATIGATO SAM
Form SC 13D/A
December 12, 2002

OMB APPROVAL

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

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SCHEDULE 13D**

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)*

Perficient, Inc.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

71375U 10 1

(CUSIP Number)

Sam J. Fatigato
4403 Travis Vista Drive
Austin, Texas 78738
(630) 235-1438

with a copy to:

Alexis Cooper, Esq.
Alzheimer & Gray
10 South Wacker Drive
Chicago, Illinois 60606
(312) 715-4000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 10, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(b)(3) or (4), check the following box. / /

Check the following box if a fee is being paid with the statement. / /

*The remainder of this cover page shall be filled out for a

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reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

**The total number of shares of common stock reported as beneficially owned by the Reporting Persons herein is 921,308 which constitutes approximately 8.5% of the total number of shares outstanding. All ownership percentages set forth herein assume that there are 10,833,584 shares of Perficient, Inc.'s common stock.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 71375U 10 1 Page 2 of 5 Pages

1. NAME OF REPORTING PERSON:

Sam J. Fatigato

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) / /
(b) / /

3. SEC USE ONLY

4. SOURCE OF FUNDS: 00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION: USA

| | |
|---------------------|------------------------------------|
| NUMBER OF SHARES | 7. SOLE VOTING POWER: 921,308 |
| BENEFICIALLY | ----- |
| OWNED BY | 8. SHARED VOTING POWER: -0- |
| EACH | ----- |
| REPORTING | 9. SOLE DISPOSITIVE POWER: 921,308 |
| PERSON | ----- |
| WITH | 10. SHARED DISPOSITIVE POWER: -0- |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON: 921,308

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES: / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN
ROW (11): 8.5%

14. TYPE OF REPORTING PERSON: IN

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Item 1. Security and Issuer.

This statement constitutes Amendment No. 2 to the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities Exchange Commission ("SEC") on May 10, 2000 in connection with the shares of common stock, par value \$.001 per share (the "Shares") of Perficient, Inc., a Delaware corporation (the "Company"), held by Sam J. Fatigato as amended by Amendment No. 1 filed with the SEC on April 23, 2002. The principal executive offices of the Company are located at 7600-B North Capital of Texas Highway, Austin, Texas 78731. Unless otherwise stated herein, the Schedule 13D (as amended) remains in full force and effect. Terms used herein and not defined herein shall have the meanings ascribed thereto in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Items 5 (a) and (b) are hereby amended and restated as follows:

(a) Mr. Fatigato beneficially owns 921,308 Shares constituting approximately 8.5% of the Shares of common stock of the Company. A portion of the Shares are subject to forfeiture under the terms set forth in the Merger Agreement.

(b) Mr. Fatigato has the sole power to dispose or direct the disposition of 921,308 Shares constituting approximately 8.5% of the Shares of common stock of the Company and the sole power to vote such shares.

Item 5(c) is amended by adding the following to the end of such section:

(c) During the past sixty (60) days, Mr. Fatigato has sold the following securities in open market transactions on the NASDAQ National Market at the unit price indicated:

| Date Sold | #Shares Sold | Unit Price |
|------------|--------------|------------|
| ----- | ----- | ----- |
| 11/4/2002 | 5000 | 0.6 |
| 11/7/2002 | 1000 | 0.62 |
| 11/7/2002 | 1000 | 0.62 |
| 11/7/2002 | 500 | 0.62 |
| 11/26/2002 | 100 | 0.48 |
| 11/26/2002 | 100 | 0.47 |
| 11/26/2002 | 100 | 0.46 |
| 11/26/2002 | 100 | 0.45 |
| 11/26/2002 | 200 | 0.486 |
| 12/2/2002 | 4400 | 0.45 |

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is amended by adding the following as the second paragraph of such section:

"Attached hereto as Exhibit E, and incorporated herein

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by reference, is a Share Purchase Agreement dated as of December 10, 2002 pursuant to which Mr. Fatigato has agreed to sell 400,000 Shares at a closing on or about January 2, 2003 at a price per Share of \$0.375, subject to adjustment in certain circumstances, as provided therein."

Item 7. Materials to be Filed as Exhibits.

Item 7 is hereby amended by adding the following to the end of such section:

Exhibit E Share Purchase Agreement dated
December 10, 2002

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 10, 2002

/s/ Sam J. Fatigato

Sam J. Fatigato

EXHIBIT INDEX

| | Exhibit Page No. ----- |
|-----------|--|
| Exhibit A | Agreement and Plan of Merger - previously filed |
| Exhibit B | Registration Rights Agreement - previously filed |
| Exhibit C | April 19, 2002 Resignation Letter - previously filed |
| Exhibit D | April 19, 2002 Letter Agreement regarding Shares - previously filed |
| Exhibit E | Share Purchase Agreement |