

8X8 INC /DE/
Form 4
April 14, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTIN BRYAN R

(Last) (First) (Middle)

C/O 8X8 INC, 2125 O'NEIL DRIVE

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
8X8 INC /DE/ [EGHT]

3. Date of Earliest Transaction (Month/Day/Year)
04/12/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Technology Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/12/2016		M	2,231	A \$ 10.41	1,095,966	D
Common Stock	04/12/2016		M	1,643	A \$ 10.41	1,097,609	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	9. Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	04/12/2016		M	2,231	<u>(2)</u> / <u>(2)</u>	Common Stock	2,231	\$
Restricted Stock Units	<u>(1)</u>	04/12/2016		F ⁽³⁾	2,472	<u>(2)</u> / <u>(2)</u>	Common Stock	2,472	\$
Restricted Stock Units	<u>(1)</u>	04/12/2016		E ⁽⁴⁾	2,409	<u>(2)</u> / <u>(2)</u>	Common Stock	2,409	\$
Restricted Stock Units	<u>(1)</u>	04/12/2016		M	1,643	<u>(5)</u> / <u>(5)</u>	Common Stock	1,643	\$
Restricted Stock Units	<u>(1)</u>	04/12/2016		F ⁽³⁾	1,821	<u>(5)</u> / <u>(5)</u>	Common Stock	1,821	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN BRYAN R C/O 8X8 INC 2125 O'NEL DRIVE SAN JOSE, CA 95131			Chief Technology Officer	

Signatures

/s/ Bryan R.
Martin

04/14/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each restricted stock unit represents a contingent right to receive one share of EGHT common stock.

RSUs vest (1) up to 25% on March 31, 2015; (2) up to 50% on March 31, 2016; and (3) up to 25% on March 31, 2017 in each case

(2) subject to performance of 8x8 common stock relative to NASDAQ Composite Index during the period from grant date through such dates.

(3) Payment of tax liability by withholding securities incident to vesting of performance stock purchase rights.

(4) Performance Restricted Stock Unit shares expired in accordance with the performance criteria.

RSUs vest (1) up to 25% on March 31, 2016; (2) up to 50% on March 31, 2017; and (3) up to 25% on March 31, 2018 in each case

(5) subject to performance of 8x8 common stock relative to NASDAQ Composite Index during the period from grant date through such dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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