

8X8 INC /DE/  
Form 4  
October 25, 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'NEL 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)  
**10/21/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Technology Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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                    | 10/21/2016                           |  | J(1)                           | 3,854   | \$ 14.97  | 1,082,563  | D                                 |
| Common Stock                    | 10/21/2016                           |  | J(2)                           | 1,582   | \$ 14.97  | 1,084,145  | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit                      | (3)  | 10/21/2016                           |  | J(1)                           | 3,854   | (4) 10/21/2024   | Common Stock  | 3,854                         |
| Restricted Stock Unit                      | (3)  | 10/21/2016                           |  | J(5)                           | 4,272   | (4) 10/21/2024   | Common Stock  | 4,272                         |
| Restricted Stock Unit                      | (3)  | 10/21/2016                           |  | J(2)                           | 1,582   | (7) 10/21/2018   | Common Stock  | 1,582                         |
| Restricted Stock Unit                      | (3)  | 10/21/2016                           |  | J(6)                           | 1,754   | (7) 10/21/2018   | Common Stock  | 1,754                         |

## Reporting Owners

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

## Signatures

/s/ Bryan Martin 10/25/2016

\_\_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) 3,854 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (2) 1,582 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (3) Each restricted stock unit represents a contingent right to receive one share of EGHT common stock.
- (4) This award vests at the rate of one-fourth of such shares at October 21, 2015, one-fourth of such shares at October 21, 2016, one-fourth of such shares at October 21, 2017 and one-fourth of such shares at October 21, 2018.

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- (5) 4,272 Restricted Stock Units became fully vested and have been withheld due to payment of tax liability incident to vesting of Restricted Stock Units.
- (6) 1,754 Restricted Stock Units became fully vested and have been withheld due to payment of tax liability incident to vesting of Restricted Stock Units.
- (7) RSUs do not vest unless and until average closing price of 8x8 common stock over any 30 consecutive trading day period within 4 years from the grant date exceeds 150% of grant date closing price; then, at rate of 25% on each anniversary of grant date.

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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