

Verma Vikram
Form 4
September 24, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Verma Vikram

(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)

09/20/2018

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 Executive 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/20/2018		M ⁽¹⁾	26,529	A \$ 0	716,106	D
Common Stock	09/20/2018		F ⁽²⁾	14,418	D \$ 21.75	701,688	D
Common Stock	09/20/2018		M ⁽³⁾	89,447	A \$ 0	791,135	D
Common Stock	09/20/2018		F ⁽²⁾	48,614	D \$ 21.75	742,521	D
Common Stock	09/22/2018		M ⁽⁴⁾	39,604	A \$ 0	782,125	D

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Common Stock	09/22/2018	F ⁽²⁾	21,524	D	\$ 21.2	760,601	D
Common Stock	09/22/2018	M ⁽⁵⁾	179,440	A	\$ 0	940,041	D
Common Stock	09/22/2018	F ⁽²⁾	97,525	D	\$ 21.2	842,516	D

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

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit	<u>(6)</u>	09/20/2018		M ⁽¹⁾	26,529	<u>(7)</u> 09/20/2020	Common Stock
Restricted Stock Unit	<u>(6)</u>	09/20/2018		J ⁽⁸⁾	30,171	09/20/2018 09/20/2018	Common Stock
Restricted Stock Unit	<u>(6)</u>	09/20/2018		M ⁽³⁾	89,447	<u>(8)</u> 09/20/2019	Common Stock
Restricted Stock Unit	<u>(6)</u>	09/22/2018		M ⁽⁴⁾	39,604	<u>(9)</u> 09/22/2019	Common Stock
Restricted Stock Unit	<u>(6)</u>	09/22/2018		J ⁽¹⁰⁾	89,720	09/22/2018 09/22/2018	Common Stock
Restricted Stock Unit	<u>(6)</u>	09/22/2018		M ⁽⁵⁾	179,440	<u>(10)</u> 09/22/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Verma Vikram C/O 8X8 INC 2125 O'NEIL DRIVE SAN JOSE, CA 95131	Chief Executive Officer

Signatures

/s/ Vikram
Verma

09/24/2018

__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) 26,529 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (2) Payment of tax liability by withholding securities incident to vesting of restricted stock units.
- (3) 89,447 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (4) 39,604 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (5) 179,440 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (6) Each restricted sock unit represents a contingent right to receive on share of EGHT common stock.
- (7) This award vests at the rate of one-fourth of such shares at September 20, 2017, one-fourth of such shares at September 20, 2018, one-fourth of such shares at September 20, 2019 and one-fourth of such shares at September 20, 2020.
- As previously reported on a Form 4, the reporting person was awarded 118,552 performance share units (PSUs) on September 20, 2016, of which 50% were eligible to vest on each of the second and third anniversaries of the award date. On September 20, 2018, the first installment of 59,276 PSUs vested at 150.9 % of target, such that 89,447 shares became issuable. Of these shares, 40,833 were issued to the reporting person and the remaining 48,614 were withheld to pay the associated tax liability. The 30,171 units reported in Table II correspond to the additional shares issued in excess of 59,276 share target for the first vesting installment.
- (8) This award vests at the rate of one-fourth of such shares at September 22, 2016, one-fourth of such shares at September 22, 2017, one-fourth of such shares at September 22, 2018 and one-fourth of such shares at September 22, 2019.
- As previously reported on a Form 4, the reporting person was awarded 179,440 performance share units (PSUs) on September 22, 2015, of which 50% were eligible to vest on each of the second and third anniversaries of the award date. On September 22, 2018, the second installment of 89,720 PSUs vested at 200.0 % of target, such that 179,440 shares became issuable. Of these shares, 81,915 were issued to the reporting person and the remaining 97,525 were withheld to pay the associated tax liability. The 89,720 units reported in Table II correspond to the additional shares issued in excess of 89,720 share target for the first vesting installment.
- (10)

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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