Edgar Filing: MARTIN BRYAN R - Form 4

MARTIN BE Form 4											
FORM	ГЛ	D STATES	SECUD	TTIES A		~ U A [.]	NCE	COMMISSION	т	PPROVAL	
Check thi if no long	Washington, D.C. 20549								OMB Number: Expires:	3235-0287 January 31, 2005	
subject to Section 1 Form 4 o	5. SECURITIES							burden hou	Estimated average burden hours per response 0.5		
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 1	ue. 20(h) of the Investment Company Act of 1955 of Section							on		
(Print or Type F	Responses)										
MARTIN BRYAN R Symbol (Last) (First) (Middle) 3. Date of (Month/I C/O 8X8 INC, 810 W MAUDE AVE (Street) 4. If Amountain Street)			Symbol					5. Relationship of Reporting Person(s) to Issuer			
			8X8 INC /DE/ [EGHT]					(Che	Check all applicable)		
			(Month/D	B. Date of Earliest TransactionMonth/Day/Year)12/29/2010				Director 10% Owner Officer (give title Other (specify below) below) below) Chief Executive Officer			
				Amendment, Date Original Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
SUNNYVA	LE, CA 94085	5						Form filed by I Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	Secur	ities Aco	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Executio any	ned n Date, if Day/Year)	 3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (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)				
Stock Purchase Rights	12/29/2010			Code V $F(1)$	Amount 258	(D) D	Price \$ 2.18	1,599,724	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MARTIN BRYAN R C/O 8X8 INC 810 W MAUDE AVE SUNNYVALE, CA 94085			Chief Executive Officer				
Signatures							

/s/ Bryan R. 12/29/2010 Martin

<u>**</u>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) Payment of tax liability by selling securities incident to vesting of stock purchase rights.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.