

MARTIN BRYAN R
Form 4
October 24, 2017

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 *
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)
10/21/2017

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/21/2017		J ⁽¹⁾	V Amount (A) or (D) Price 3,854 A \$ 12.4	960,590	D	
Common Stock	10/21/2017		J ⁽²⁾	V Amount (A) or (D) Price 1,582 A \$ 12.4	962,172	D	

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

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(9-02)

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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. D		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(3)	10/21/2017		J(1)		3,854		(4)	10/21/2018	Common Stock	3,854
Restricted Stock Unit	(3)	10/21/2017		F(5)		4,272		(4)	10/21/2018	Common Stock	4,272
Restricted Stock Unit	(3)	10/21/2017		J(2)		1,582		(6)	10/21/2018	Common Stock	1,582
Restricted Stock Unit	(3)	10/21/2017		F(5)		1,754		(6)	10/21/2018	Common Stock	1,754

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 10/24/2017

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 Performance-based 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)

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This award vests at the rate of one-fourth of such shares at October 21, 2015, one-fourth of such at October 21, 2016, one-fourth of such at October 21, 2017, and one-fourth of such at October 21, 2018.

- (5) Payment of tax liability by withholding securities incident to vesting of restricted stock units.
- (6) PSUs 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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