

8X8 INC /DE/  
Form DEFA14A  
September 12, 2006

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for the use of the Commission only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14(a)-12

8X8, INC.

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:
2. Aggregate number of securities to which transaction applies:
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
4. Proposed maximum aggregate value of transaction:
5. Total fee paid:

Fee paid previously by written preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement

number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:
  2. Form, Schedule or Registration Statement No.:
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  4. Date Filed:
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In connection with 8x8, Inc.'s solicitation of proxies for its Annual Meeting to be held on September 18, 2006, the Company publicly released the following statement on September 12, 2006:

On July 21, 2006, 8x8, Inc. (the "Company") filed a proxy statement with the Securities and Exchange Commission relating to its Annual Meeting of Stockholders to be held on September 18, 2006. In the proxy statement, the Company submitted a proposal to approve the 8x8, Inc. 2006 Stock Plan.

In response to concerns expressed by shareholder advisory services and some stockholders, the board of directors of the Company has decided that it will not reduce the exercise price of an outstanding option under the 2006 Stock Plan or amend or cancel any such option for the purpose of repricing, replacing or re-granting the option with a reduced exercise price, or buy out an option previously granted for cash or other consideration without the prior approval of the Company's stockholders, other than in the context of general adjustments to its common stock (such as a stock split) or in connection with a major corporate transaction (such as a change in control).

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