8X8 INC /DE/ Form 4 October 13, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Verma Vikram			2. Issuer Name and Ticker or Trading Symbol 8X8 INC /DE/ [eght]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
8X8, INC., 2	125 O'NEL	DRIVE	(Month/Day/Year) 10/11/2016	Director 10% Owner _X Officer (give title Other (specify below) Chief Executive Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN JOSE, O	CA 95131		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			

` •	` '	1 abi	e I - Non-D	erivative S	securi	ues Acqu	iirea, Disposea oi	, or Beneficiali	y Ownea
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acc	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	posed	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5	()	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					()		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	10/11/2016		M	35,748	A	\$ 14.61	381,088	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)

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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. Transactic Code (Instr. 8)	5. Number of actionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(1)</u>	10/11/2016		M		35,748	(2)	(3)	Common Stock	35,748	
Restricted Stock Unit	(1)	10/11/2016		F(4)		41,877	(2)	(3)	Common Stock	41,877	

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Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Verma Vikram 8X8, INC. 2125 O'NEL DRIVE SAN JOSE, CA 95131

Chief Executive Officer

Signatures

Reporting Person

/s/ Vikram
Verma
10/13/2016

**Signature of 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) Each restricted stock unit represents a contingent right to receive on share of EGHT common stock.
- RSUs do not vest unless and until the 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 a rate of 25% on each anniversary of grant date.
- RSUs vest (1) up to 25% on September 9, 2014; (2) up to 25% on September 9, 2015; (3) up to 25% on September 9, 2016; (4) up to 25% on September 9, 2017 in each case subject to performance of 8x8 common stock relative to NASDAQ Composite Index during the period from grant date through such dates.
- (4) Payment of tax liability by withholding securities incident to vesting of restricted stock units.

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.

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