

MARTIN BRYAN R

Form 4

October 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 *
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)

10/21/2018

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 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 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	10/21/2018		M ⁽¹⁾	8,126 A \$ 0	432,750 ⁽²⁾ ⁽³⁾	D	
Common Stock	10/21/2018		F ⁽⁴⁾	4,091 D \$ 17.81	428,659	D	
Common Stock	10/21/2018		M ⁽⁵⁾	3,336 A \$ 0	431,995	D	
Common Stock	10/21/2018		F ⁽⁴⁾	1,679 D \$ 17.81	430,316	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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Unit	<u>(6)</u>	10/21/2018		M	8,126	<u>(7)</u> 10/21/2018	Common Stock	8,126
Restricted Stock Unit	<u>(6)</u>	10/21/2018		M	3,336	<u>(8)</u> 10/21/2018	Common Stock	3,336

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 10/24/2018

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) 8,126 Restricted Stock Units (RSUs) became fully vested and have been converted to Common Stock.
- (2) Prior Form 4 reports filed by the Reporting Person have calculated this figure as the sum of all (a) issued and outstanding shares, (b) shares issuable upon vesting of unvested RSUs, (c) shares issuable upon vesting of unvested performance share units (PSUs) and (d) shares issuable upon exercise of options (vested and unvested), in each case owned, directly or indirectly, by the Reporting Person. The figure reported here includes only issued and outstanding shares owned by the Reporting Officer. The grant dates and number of shares

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remaining subject to the RSUs referenced in (b) above are as follows: (i) September 22, 2015, 9,282 shares, and (ii) September 20, 2016, 12,896 shares.

(3) The grant dates and number of shares remaining subject to the PSUs referenced in (c) above are as follows: (i) September 20, 2016, 4,804 shares, and (ii) September 26, 2016, 4,804 shares. The grant dates and number of shares remaining subject to the options referenced in (d) above are as follows: (i) August 21, 2012, 200,000 shares, (ii) September 17, 2013, 84,864 shares, (iii) October 21, 2014, 54,176 shares, and (iv) September 15, 2015, 37,128 shares.

(4) Payment of tax liability by withholding securities incident to vesting of RSUs and PSUs.

(5) 3,336 PSUs became fully vested and have been converted to Common Stock.

(6) Each RSU represents a contingent right to receive one share of EGHT common stock.

(7) This award vested at the rate of 8,126 shares on each of the following dates: October 21, 2015, October 21, 2016, October 21, 2017 and October 21, 2018.

(8) RSUs 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 the grant date.

(9) Prior Form 4 reports filed by the Reporting Person have calculated this figure as the sum of all (a) issued and outstanding shares, (b) shares issuable upon vesting of unvested restricted stock units (RSUs), (c) shares issuable upon vesting of unvested performance share units (PSUs) and (d) shares issuable upon exercise of options (vested and unvested), in each case owned, directly or indirectly, by the Reporting Person. The figure reported here includes only the remaining number of shares issuable upon vesting of the derivative security shown in this row.

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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