

8X8 INC /DE/  
Form S-8  
May 29, 2015

As filed with the Securities and Exchange Commission on May 29, 2015  
Registration No. 333-\_\_\_\_\_

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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FORM S-8  
REGISTRATION STATEMENT

*UNDER  
THE SECURITIES ACT OF 1933*

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8x8, Inc.

(Exact Name of Registrant as Specified in Its Charter)

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Delaware

77-

**0142404**

(State or Other Jurisdiction of

(IRS Employer

Incorporation or Organization)

Identification No.)

2125 O'Nel Drive  
San Jose, CA 95131

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(Address of Principal Executive Offices) (Zip Code)

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8x8, Inc. Amended and Restated 1996 Employee Stock Purchase Plan

(Full Title of the Plan)

Vikram Verma  
 Chief Executive Officer  
 8x8, Inc.  
 2125 O'Nel Drive  
 San Jose, CA 95131

(Name and Address of Agent For Service)

(408) 727-1885

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
x (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, par value \$0.001 per share				
Issued under the 8x8, Inc. Amended and Restated 1996 Employee Stock Purchase Plan	306,248	\$8.43	\$2,581,671	\$299.99
TOTAL				

306,248

\$2,581,671

\$299.99

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of shares of common stock that may be offered or issued by reason of stock splits, stock dividends or similar transactions.

(2) Estimated solely for purposes of calculating the amount of the registration fee pursuant to Rule 457(c)

and (h)(1) under the Securities Act. The maximum fee is calculated pursuant to Section 6(b) of the Securities Act.

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INFORMATION REQUIRED PURSUANT  
TO GENERAL INSTRUCTION E TO FORM S-8

Explanatory Note

This Registration Statement is being filed by 8x8. Inc. (the "Registrant") relating to 306,248 shares of its common stock, \$0.001 par value per share (the "Common Stock") issuable to eligible individuals under the Registrant's Amended and Restated 1996 Employee Stock Purchase Plan (the "Plan"), such shares which are in addition to the (a) 500,000 shares of Common Stock registered on the Registrant's Form S-8 filed on July 9, 1997 (File No. 333-30943), (b) 70,560 shares of Common Stock registered on the Registrant's Form S-8 filed on April 20, 1998 (File No. 333-50519), (c) 500,000 shares of Common Stock registered on the Registrant's Form S-8 filed on July 30, 2001 (File No. 333-66296), (d) 416,589 shares of Common Stock registered on the Registrant's Form S-8 filed on June 10, 2002 (File No. 333-90172), (e) 189,575 shares of Common Stock registered on the Registrant's Form S-8 filed on August 30, 2004 (File No. 333-118642), (f) 43,220 shares of Common Stock registered on the Registrant's Form S-8 filed on July 1, 2005 (File No. 333-126337), (g) 118,535 shares of Common Stock registered on the Registrant's Form S-8 filed on September 26, 2006 (File No. 333-137599), (h) 707,387 shares of Common Stock registered on the Registrant's Form S-8 filed on June 19, 2013 (File No. 333-189452), and (i) 282,062 shares of Common Stock registered on the Registrant's Form S-8 filed on May 27, 2014 (File No. 333-196275) (collectively the "Prior Registration Statements").

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with Instruction E to Form S-8 regarding the registration of additional securities. Accordingly, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the registrant with the SEC are hereby incorporated by reference in this registration statement:

1. The registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2015, filed with the SEC on May 29, 2015;
2. All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since March 31, 2015; and
3. The description of our capital stock in our registration statement on Form 8-A filed with the SEC on November 22, 1996, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents filed by the registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this registration statement and prior to the filing of a post-effective amendment, which indicates that all securities offered have been sold or which deregisters all of such securities then remaining unsold, are deemed to be incorporated by reference in this registration statement and to be a part hereof from the respective dates of filing of such documents. Any statement contained in this registration statement or in a document incorporated by reference shall be deemed modified or superseded to the extent that a statement contained in any subsequently filed document which also is or is deemed to be incorporated by reference herein or therein

modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof, except as so modified or superseded.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Jose, state of California, on the 29th day of May 2015.

8x8,  
INC

By:  
/s/  
Vikr  
Vern  
Vikr  
Vern  
Chief  
Exec  
Offi

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Vikram Verma and Mary Ellen Genovese, and each one of them, acting individually and without the other, as his or her true and lawful attorney-in-fact and agent, each with full power of substitution, for him and in his or her name, place and stead in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact or his substitute or substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature

Title

Date

/s/ VIKRAM VERMA

Chief Executive Officer

May 29, 2015

Vikram Verma

(Principal Executive Officer)

/s/ MARY ELLEN GENOVESE

Chief Financial Officer and Secretary

May 29, 2015

Mary Ellen Genovese

(Principal Financial and Accounting Officer)

/s/ BRYAN R. MARTIN

Chairman and Chief Technology Officer

May 29, 2015

Bryan R. Martin

/s/ GUY L. HECKER

Director

May 29, 2015

Guy L. Hecker, Jr.

/s/ ERIC SALZMAN

Director

May 29, 2015

Eric Salzman

/s/ IAN POTTER

Director

May 29, 2015

Ian Potter

/s/ JASWINDER PAL SINGH

Director

May 29, 2015

Jaswinder Pal Singh

/s/ VLADIMIR JACIMOVIC

Director

May 29, 2015

Vladimir Jacimovic

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EXHIBIT INDEX

Exhibit

Description

5.1

Opinion of Pillsbury Winthrop Shaw Pittman LLP.

10.4 (1)

Amended and Restated 1996 Employee Stock Purchase Plan, as amended, and form of Subscription Agreement.

23.1

Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).

23.2

Consent of Independent Registered Public Accounting Firm.

24.1

Power of Attorney (included in signature pages to this registration statement).

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(1) Incorporated by reference to Exhibit 10.5 to the registrant's Form S-8 filed September 26, 2006 (File No. 333-137599).

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