

8X8 INC /DE/  
Form 4  
April 14, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Verma Vikram

(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)  
04/12/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 04/12/2016                           |  | M                              | V   | 22,543 \$ 10.41   | D  |  |
| Common Stock                    | 04/12/2016                           |  | M                              | V   | 23,063 \$ 10.41   | 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)

| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (1)  | 04/12/2016                           |  | M                              | 22,543  | (2) (2)  | Common Stock  | 22,543                        |
| Restricted Stock Units                     | (1)  | 04/12/2016                           |  | F(3)                           | 13,571  | (2) (2)  | Common Stock  | 13,571                        |
| Restricted Stock Units                     | (1)  | 04/12/2016                           |  | E(4)                           | 17,436  | (2) (2)  | Common Stock  | 17,436                        |
| Restricted Stock Units                     | (1)  | 04/12/2016                           |  | M                              | 23,063  | (5) (5)  | Common Stock  | 23,063                        |
| Restricted Stock Units                     | (1)  | 04/12/2016                           |  | F(3)                           | 13,885  | (5) (5)  | Common Stock  | 13,885                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Verma Vikram<br>C/O 8X8, INC<br>2125 O'NEL DRIVE<br>SAN JOSE, CA 95131 |               |           | Chief Executive Officer |       |

## Signatures

/s/ Vikram Verma 04/14/2016

\*\*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) Each restricted stock unit represents a contingent right to receive one share of EGHT common stock.

RSUs vest (1) up to 25% on March 31, 2015; (2) up to 50% on March 31, 2016; and (3) up to 25% on March 31, 2017 in each case

(2) subject to performance of 8x8 common stock relative to NASDAQ Composite Index during the period from grant date through such dates.

(3) Payment of tax liability by withholding securities incident to vesting of performance restricted stock units.

(4) Performance Restricted Stock Unit shares expired in accordance with the performance criteria.

RSUs vest (1) up to 25% on March 31, 2016; (2) up to 50% on March 31, 2017; and (3) up to 25% on March 31, 2018 in each case

(5) subject to performance of 8x8 common stock relative to NASDAQ Composite Index during the period from grant date through such dates.

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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