

8X8 INC /DE/
Form 4
April 04, 2017

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 *
Verma Vikram

(Last) (First) (Middle)

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)

03/31/2017

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 Executive 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 (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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/31/2017		M	13,646 A	\$ 15.25	429,222	D
Common Stock	03/31/2017		M	38,737 A	\$ 15.25	467,959	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	03/31/2017		M		13,646		(2)	(2)	Common Stock	13,646
Restricted Stock Unit	(1)	03/31/2017		F(3)		12,427		(2)	(2)	Common Stock	12,427
Restricted Stock Unit	(1)	03/31/2017		E(4)		702		(2)	(2)	Common Stock	702
Restricted Stock Unit	(1)	03/31/2017		M		38,737		(5)	(5)	Common Stock	38,737
Restricted Stock Unit	(1)	03/31/2017		F(3)		35,159		(5)	(5)	Common Stock	35,159

Reporting Owners

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

Signatures

/s/ Vikram Verma 04/04/2017

 **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.

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- (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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