

MARTIN BRYAN R
Form 4
September 26, 2017

FORM 4

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

OMB APPROVAL

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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 *
MARTIN BRYAN R

(Last) (First) (Middle)

C/O 8X8 INC, 2125 O'NEIL 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)
09/22/2017

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 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 (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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/22/2017		J(1)		4,402	A	\$ 13.3
Common Stock	09/22/2017		J(2)		6,473	A	\$ 13.3
							966,555
							973,028
							D
							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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(3)	09/22/2017		J(1)	4,402	(4) 09/22/2019	Common Stock	4,402
Restricted Stock Unit	(3)	09/22/2017		F(5)	4,880	(4) 09/22/2019	Common Stock	4,880
Restricted Stock Unit	(3)	09/22/2017		J(6)	6,639	09/22/2017 09/22/2017	Common Stock	6,639
Restricted Stock Unit	(3)	09/22/2017		J(2)	6,473	(7) 09/22/2018	Common Stock	6,473
Restricted Stock Unit	(3)	09/22/2017		F(5)	7,176	(7) 09/22/2018	Common Stock	7,176

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 09/26/2017

**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) 4,402 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (2) 6,473 Performance-based Restricted Stock Units became fully vested and have been converted to Common Stock.
- (3) Each restricted stock unit represents a contingent right to receive one share of EIGHT common stock.

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(4) This award vests at the rate of one-fourth of such shares at September 22, 2016, one-fourth of such at September 22, 2017, one-fourth of such at September 22, 2018, and one-fourth of such at September 22, 2019.

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

As previously reported on a Form 4, the reporting person was awarded 14,020 performance share units (PSUs) on September 22, 2015, of which 50% were eligible to vest on each of the second and third anniversaries of the award date. On September 22, 2017, the first

(6) installment of 7,010 PSUs vested at 194.71% of target, such that 13,649 shares became issuable. Of these shares, 6,473 were issued to the reporting person and the remaining 7,176 were withheld to pay the associated tax liability. The 6,639 units reported in Table II correspond to the additional shares issued in excess of 7,010 share target for the first vesting installment.

RSUs vest (1) 50% on September 22, 2017 and (2) 50% on September 22, 2018, in each case subject to performance of 8x8's common stock relative to the Russell 2000 Index during the period from grant date through such vesting date. A 2x multiplier will be applied to the

(7) total shareholder returns (TSR) for each 1% of positive or negative relative TSR, and the number of shares earned will increase or decrease by 2% of the target number shown in table. In the event 8x8's common stock performance is below negative 30%, relative to the benchmark, no shares will be issued. Maximum number of shares issuable is two times the number shown in the table.

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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