8X8 INC /DE/

Reported by

BARRACLOUGH KEITH R

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 05/05/99 for the Period Ending 03/31/99

Address	3151 JAY STREET SANTA CLARA, CA 95054
Telephone	4087271885
CIK	0001023731
Symbol	EGHT
SIC Code	4813 - Telephone Communications, Except Radiotelephone
Industry	Communications Services
Sector	Services
Fiscal Year	03/31

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FORM 5

/ / Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)
/ / Form 3 Holdings Reported
/ / Form 4 Transactions Reported

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
Barraclough Keith
(Last) (First) (Middle)
2445 Mission College Blvd.
(Street)
Santa Clara California 95054
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
8x8, Inc. - EGHT

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year
March 25, 1999

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director --- 10% Owner
X Officer (give title below) --- Other (specify below)
President & Chief Operating Officer

7. Individual or Joint/Group Filing (Check Applicable Line)
X Form Filed by One Reporting Person
--- Form Filed by More than One Reporting Person

TABLE 1 -- NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired(A) or Disposed of(D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock						16,264(1)	D	

*If the form is filed by more than one reporting person, see Instruction 4(b)(v).
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
(1) Includes Shares acquired under the 8x8, Inc. Employee Stock Purchase Plan.

(Over)
SEC 2270(7-96)

FORM 5 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES 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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)
Employee Stock Option (right to buy)	$5.00	9/21/98	D(2)		25,000	(3)	10/21/2006	Common Stock	25,000	
Employee Stock Option (right to buy)	$3.00	9/21/98	A	25,000		(4)	10/21/2006	Common Stock	25,000	
Employee Stock Option (right to buy)	$6.80	9/21/98	D(2)		170,000	(3)	1/20/2007	Common Stock	170,000	
Employee Stock Option (right to buy)	$3.00	9/21/98	A	170,000		(4)	1/20/2007	Common Stock	170,000	
Employee Stock Option (right to buy)	$6.80	9/21/98	D(2)		30,000	(3)	6/23/2007	Common Stock	30,000	
Employee Stock Option (right to buy)	$3.00	9/21/98	A	30,000		(4)	6/23/2007	Common Stock	30,000	

1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Employee Stock Option (right to buy)	-0-	D	
Employee Stock Option (right to buy)		D	
Employee Stock Option (right to buy)	-0-	D	
Employee Stock Option (right to buy)		D	
Employee Stock Option (right to buy)	-0-	D	
Employee Stock Option (right to buy)		D	

Explanation of Responses:

(2) Cancellation of option in connection with grant of replacement option.

(3) Vesting schedule is the same as previously reported on Forms 4 or Form 3.

(4) The vesting schedule for the cancelled option was previously reported and the terms and conditions of the replacement option are the same as that of the cancelled option and were not amended at the time of the repricing, except (i) the exercise price shall be the fair market value of the Company's common stock on September 21, 1998 and (ii) the option will not be exercisable before September 21, 1999.

(5) The Shares shall vest in full on September 21, 2002. The Shares may vest immediately if certain milestones are reached.

(6) 1/48th of the Shares vest on the last day of each full month after October 19, 1998 until all of the Shares have vested.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Keith Barraclough
**Signature of Reporting Person

May 5, 1999
Date

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number

FORM 5 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES 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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)
Employee Stock Option (right to buy)	$3.13	9/21/98	A	50,000		(5)	9/21/2008	Common Stock	50,000	
Employee Stock Option (right to buy)	$2.44	10/19/98	A	25,000		(6)	10/19/2008	Common Stock	25,000	

1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Employee Stock Option (right to buy)		D	
Employee Stock Option (right to buy)	346,000	D	

Explanation of Responses:

(2) Cancellation of option in connection with grant of replacement option.

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May 5, 1999 — Date

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