

**8X8 INC /DE/**  
Reported by  
**MARTIN BRYAN R**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 09/26/17 for the Period Ending 09/22/17

Address	2125 O'NEL DRIVE SAN JOSE, CA, 95131
Telephone	4087271885
CIK	0001023731
Symbol	EGHT
SIC Code	4813 - Telephone Communications (No Radiotelephone)
Industry	Integrated Telecommunications Services
Sector	Telecommunication Services
Fiscal Year	03/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>MARTIN BRYAN R</b>		<b>8X8 INC /DE/ [ EGHT ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Technology Officer</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>C/O 8X8 INC, 2125 O'NEL DRIVE</b>		<b>9/22/2017</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>SAN JOSE, CA 95131</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	9/22/2017		J (1)		4402	A	\$13.3	966555	D	
Common Stock	9/22/2017		J (2)		6473	A	\$13.3	973028	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(3)	9/22/2017		J (1)		4402	(4)	9/22/2019	9/22/2019	Common Stock	4402	\$0	968626	D	
Restricted Stock Unit	(3)	9/22/2017		F (5)		4880	(4)	9/22/2019	9/22/2019	Common Stock	4880	\$0	963746	D	
Restricted Stock Unit	(3)	9/22/2017		J (6)		6639		9/22/2017	9/22/2017	Common Stock	6639	\$0	970385	D	
Restricted Stock Unit	(3)	9/22/2017		J (2)		6473	(7)	9/22/2018	9/22/2018	Common Stock	6473	\$0	963912	D	
Restricted Stock Unit	(3)	9/22/2017		F (5)		7176	(7)	9/22/2018	9/22/2018	Common Stock	7176	\$0	956736	D	

### Explanation of Responses:

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

**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. Martin9/26/2017\*\*  
Signature of Reporting Person

Date

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

\* 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).

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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