

**8X8 INC /DE/**  
Reported by  
**VERMA VIKRAM**

**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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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 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)	
Verma Vikram		8X8 INC /DE/ [ EGHT ]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O 8X8, INC., 2125 O'NEIL DRIVE		9/22/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SAN JOSE, CA 95131				<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)		20060	A	\$13.3	526943	D	
Common Stock	9/22/2017		J (2)		88483	A	\$13.3	615426	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)		20060	(4)	9/22/2019	9/22/2019	Common Stock	20060	\$0	910051	D	
Restricted Stock Unit	(3)	9/22/2017		F (5)		19544	(4)	9/22/2019	9/22/2019	Common Stock	19544	\$0	890507	D	
Restricted Stock Unit	(3)	9/22/2017		J (6)		84973		9/22/2017	9/22/2017	Common Stock	84973	\$0	975480	D	
Restricted Stock Unit	(3)	9/22/2017		J (2)		88483	(7)	9/22/2018	9/22/2018	Common Stock	88483	\$0	886997	D	
Restricted Stock Unit	(3)	9/22/2017		F (5)		86210	(7)	9/22/2018	9/22/2018	Common Stock	86210	\$0	800787	D	

### Explanation of Responses:

- 20,060 Restricted Stock Units became fully vested and have been converted to Common Stock.
- 88,483 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 179,440 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 89,720 PSUs vested at 194.71 % of target, such that 174,693 shares became issuable. Of these shares, 88,483 were issued to the reporting person and the remaining 86,210 were withheld to pay the associated tax liability. The 84,973 units reported in Table II correspond to the additional shares issued in excess of 89,720 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
<b>Verma Vikram</b> C/O 8X8, INC. 2125 O'NEL DRIVE SAN JOSE, CA 95131			<b>Chief Executive Officer</b>	

**Signatures**/s/ Vikram Verma9/26/2017\*\*  
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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.