

8X8 INC /DE/
Reported by
GENOVESE MARY ELLEN P

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/04/17 for the Period Ending 03/31/17

| | |
|-------------|--|
| Address | 2125 O'NEL DRIVE SAN JOSE, CA 95131 |
| Telephone | 4087271885 |
| CIK | 0001023731 |
| Symbol | EGHT |
| SIC Code | 4813 - Telephone Communications, Except 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
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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) | |
| GENOVESE MARY ELLEN P | | 8X8 INC /DE/ [EGHT] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| 8X8, INC., 2125 O'NEL DRIVE | | 3/31/2017 | | | |
| (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 | 3/31/2017 | | M | | 10756 | A | \$15.25 | 76732 | 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 | (1) | 3/31/2017 | | M | | 10756 | | (3) | (3) | Common Stock | 10756 | \$0 | 190289 | D | |
| Restricted Stock Unit | (1) | 3/31/2017 | | F (2) | | 6564 | | (3) | (3) | Common Stock | 6564 | \$0 | 183725 | D | |

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of EGHT common stock.
- (2) Payment of tax liability by withholding securities incident to vesting of performance restricted stock units.
- (3) 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 subject to performance of 8x8 common stock relative to NASDAQ Composite Index during the period from grant date through such dates.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GENOVESE MARY ELLEN P 8X8, INC. 2125 O'NEL DRIVE SAN JOSE, CA 95131 | | | Chief Financial Officer | |

Signatures

/s/ **Mary Ellen Genovese**

4/4/2017

**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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