

8X8 INC /DE/
Form 4
April 04, 2017

FORM 4

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

OMB APPROVAL

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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, 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 *
Verma Vikram

(Last) (First) (Middle)
8X8, INC., 2125 O'NEL 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)
03/31/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 03/31/2017 | | M | V | 13,646 | A | \$ 15.25 | 429,222 | D | |
| Common Stock | 03/31/2017 | | M | V | 38,737 | A | \$ 15.25 | 467,959 | D | |

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

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SEC 1474 (9-02)

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) | 8. De | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | (1) | 03/31/2017 | | M | 13,646 | (2) | (2) | Common Stock | 13,646 |
| Restricted Stock Unit | (1) | 03/31/2017 | | F(3) | 12,427 | (2) | (2) | Common Stock | 12,427 |
| Restricted Stock Unit | (1) | 03/31/2017 | | E(4) | 702 | (2) | (2) | Common Stock | 702 |
| Restricted Stock Unit | (1) | 03/31/2017 | | M | 38,737 | (5) | (5) | Common Stock | 38,737 |
| Restricted Stock Unit | (1) | 03/31/2017 | | F(3) | 35,159 | (5) | (5) | Common Stock | 35,159 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Verma Vikram 8X8, INC. 2125 O'NEL DRIVE SAN JOSE, CA 95131 | | | Chief Executive Officer | |

Signatures

/s/ Vikram Verma 04/04/2017

**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) Each restricted stock unit represents a contingent right to receive one share of EGHT common stock.

RSUs vest (1) up to 25% on March 31, 2015; (2) up to 50% on March 31, 2016; and (3) up to 25% on March 31, 2017 in each case

(2) subject to performance of 8x8 common stock relative to NASDAQ Composite Index during the period from grant date through such dates.

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- (3) Payment of tax liability by withholding securities incident to vesting of performance restricted stock units.
- (4) Performance Restricted Stock Unit shares expired in accordance with the performance criteria.

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

- (5) subject to performance of 8x8 common stock relative to NASDAQ Composite Index during the period from grant date through such dates.

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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