

MARTIN BRYAN R
Form 4
September 24, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTIN BRYAN R

(Last) (First) (Middle)

C/O 8X8 INC, 2125 O'NEIL 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)
09/20/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
Common Stock	09/20/2018		M ⁽¹⁾	6,448 A \$ 0	860,864	D	
Common Stock	09/20/2018		F ⁽²⁾	3,246 D \$ 21.75	857,618	D	
Common Stock	09/20/2018		M ⁽³⁾	7,249 A \$ 0	864,867	D	
Common Stock	09/20/2018		F ⁽²⁾	3,649 D \$ 21.75	861,218	D	
Common Stock	09/20/2018		M ⁽³⁾	7,249 A \$ 0	868,467	D	

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Common Stock	09/20/2018	<u>F</u> (2)	3,649	D	\$ 21.75	864,818	D
Common Stock	09/22/2018	<u>M</u> (4)	9,282	A	\$ 0	874,100	D
Common Stock	09/22/2018	<u>F</u> (2)	4,673	D	\$ 21.2	869,427	D
Common Stock	09/22/2018	<u>M</u> (5)	14,020	A	\$ 0	883,447	D
Common Stock	09/22/2018	<u>F</u> (2)	7,059	D	\$ 21.2	876,388	D

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

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(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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(6)</u>	09/20/2018		<u>M</u> ⁽¹⁾		6,448		<u>(7)</u>	09/20/2020	Common Stock	6,448
Restricted Stock Unit	<u>(6)</u>	09/20/2018		<u>J</u> ⁽⁸⁾		2,445		09/20/2018	09/20/2018	Common stock	2,445
Restricted Stock Unit	<u>(6)</u>	09/20/2018		<u>M</u> ⁽³⁾		7,249		<u>(9)</u>	09/20/2019	Common Stock	7,249
Restricted Stock Unit	<u>(6)</u>	09/20/2018		<u>J</u> ⁽¹⁰⁾		2,445		09/20/2018	09/20/2018	Common Stock	2,445
Restricted Stock Unit	<u>(6)</u>	09/20/2018		<u>M</u> ⁽³⁾		7,249		<u>(9)</u>	09/20/2020	Common Stock	7,249
Restricted Stock Unit	<u>(6)</u>	09/22/2018		<u>M</u> ⁽⁴⁾		9,282		<u>(11)</u>	09/22/2019	Common Stock	9,282
Restricted Stock Unit	<u>(6)</u>	09/22/2018		<u>J</u> ⁽¹²⁾		7,010		09/22/2018	09/22/2018	Common Stock	7,010
Restricted Stock Unit	<u>(6)</u>	09/22/2018		<u>M</u> ⁽⁵⁾		14,020		<u>(13)</u>	09/22/2018	Common Stock	14,020

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.
Martin

09/24/2018

**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) 6,448 Restricted Stock Units became fully vested and have been converted to Common Stock.

(2) Payment of tax liability by withholding securities incident to vesting of restricted stock units.

(3) 7,249 Restricted Stock Units became fully vested and have been converted to Common Stock.

(4) 9,282 Restricted Stock Units became fully vested and have been converted to Common Stock.

(5) 14,020 Restricted Stock Units became fully vested and have been converted to Common Stock.

(6) Each restricted sock unit represents a contingent right to receive on share of EGHT common stock.

(7) This award vests at the rate of one-fourth of such shares at September 20, 2017, one-fourth of such shares at September 20, 2018, one-fourth of such shares at September 20, 2019 and one-fourth of such shares at September 20, 2020.

As previously reported on a Form 4, the Reporting person was awarded 9,608 performance share units (PSUs) on September 20, 2016, of which 50% were eligible to vest on each of the second and third anniversaries of the award date. On September 20, 2018, the first installment of 4,804 PSUs vested at 150.9% of target, such that 7,249 shares became issuable. Of these shares 3,600 were issued to the reporting person and the remaining 3,649 were withheld to pay the associated tax liability. The 2,445 units reported in Table II correspond to the additional shares issued in excess of 4,804 share target for the first vesting installment.

RSUs vest (1) 50% on September 20, 2018 and (2) 50% on September 20, 2019, 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.

As previously reported on a Form 4, the reporting person was awarded 9,608 performance share units (PSUs) on September 26, 2016, of which 50% were eligible to vest on each of the second and third anniversaries of the award date. On September 20, 2018, the first installment of 4,804 PSUs vested at 150.9 % of target, such that 7,249 shares became issuable. Of these shares, 3,600 were issued to the reporting person and the remaining 3,649 were withheld to pay the associated tax liability. The 2,445 units reported in Table II correspond to the additional shares issued in excess of 4,804 share target for the first vesting installment.

(11) This award vests at the rate of one-fourth of such shares at September 22, 2016, one-fourth of such shares at September 22, 2017, one-fourth of such shares at September 22, 2018 and one-fourth of such shares at September 22, 2019.

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, 2018, the second installment of 7,010 PSUs vested at 200.0% of target, such that 14,020 shares became issuable. Of these shares, 6,961 were issued to the reporting person and the remaining 7,059 were withheld to pay the associated tax liability. The 7,010 units reported in Table II correspond to the additional shares issued in excess of 7,010 share target for the second vesting installment.

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- RSUs vest (1) 50% on September 22, 2017 and (2) 50% on September 27, 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
- (13)** 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.

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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