

8X8 INC /DE/  
Form 8-K  
August 25, 2006

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

August 24, 2006

Date of Report (Date of earliest event reported)

8X8, INC.

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State of other jurisdiction of incorporation)*

**000-21783**

*(Commission File Number)*

**77-0142404**

*(I.R.S. Employer Identification Number)*

3151 Jay Street

Santa Clara, CA 95054

*(Address of principal executive offices including zip code)*

(408) 727-1885

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former Name or Former Address, if Changed Since Last Report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

8x8, Inc. received written notice on August 24, 2006 from The NASDAQ Stock Market, indicating that the Company is not in compliance with the \$1.00 minimum bid price requirement for continued listing on the NASDAQ Capital Market, as set forth in Marketplace Rule 4320(e)(2)(E)(i), and that the Company will be provided 180 calendar days, or until February 20, 2007, to regain compliance. The notice has no effect on the listing of 8x8's common stock at this time, and its common stock will continue to trade on the NASDAQ Capital Market under the symbol "EGHT".

A copy of 8x8's press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

99.1 Press Release dated August 25, 2006

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 25, 2006

8X8, INC.

By: /s/ Daniel Weirich

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Daniel Weirich  
*Chief Financial Officer, Vice President of Finance and Secretary*

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**INDEX TO EXHIBITS**

**Exhibit**

**Description**

99.1 \*

Press release dated August 25, 2006

\* Also provided in PDF format as a courtesy.

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