

MARTIN BRYAN R
Form 4
September 26, 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 *
MARTIN BRYAN R

2. Issuer Name and Ticker or Trading Symbol
8X8 INC /DE/ [EGHT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O 8X8 INC, 2125 O'NEL DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2017

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

Chief Technology Officer

(Street)
SAN JOSE, CA 95131

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ 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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/22/2017 | | J(1) | | 4,402 | A | \$ 13.3 |
| Common Stock | 09/22/2017 | | J(2) | | 6,473 | A | \$ 13.3 |
| | | | | | | | 966,555 |
| | | | | | | | 973,028 |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Unit | (3) | 09/22/2017 | | J(1) | 4,402 | (4) 09/22/2019 | Common Stock 4,402 |
| Restricted Stock Unit | (3) | 09/22/2017 | | F(5) | 4,880 | (4) 09/22/2019 | Common Stock 4,880 |
| Restricted Stock Unit | (3) | 09/22/2017 | | J(6) | 6,639 | 09/22/2017 09/22/2017 | Common Stock 6,639 |
| Restricted Stock Unit | (3) | 09/22/2017 | | J(2) | 6,473 | (7) 09/22/2018 | Common Stock 6,473 |
| Restricted Stock Unit | (3) | 09/22/2017 | | F(5) | 7,176 | (7) 09/22/2018 | Common Stock 7,176 |

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 09/26/2017

**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) 4,402 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (2) 6,473 Performance-based Restricted Stock Units became fully vested and have been converted to Common Stock.
- (3) Each restricted stock unit represents a contingent right to receive one share of EIGHT common stock.

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(4) 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.

(5) 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 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, 2017, the first

(6) installment of 7,010 PSUs vested at 194.71% of target, such that 13,649 shares became issuable. Of these shares, 6,473 were issued to the reporting person and the remaining 7,176 were withheld to pay the associated tax liability. The 6,639 units reported in Table II correspond to the additional shares issued in excess of 7,010 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

(7) 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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