

Verma Vikram
Form 4
September 24, 2018

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

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)
09/20/2018

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

Chief Executive 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 | 09/20/2018 | | M ⁽¹⁾ | | 26,529 | A | \$ 0 |
| Common Stock | 09/20/2018 | | F ⁽²⁾ | | 14,418 | D | \$ 21.75 |
| Common Stock | 09/20/2018 | | M ⁽³⁾ | | 89,447 | A | \$ 0 |
| Common Stock | 09/20/2018 | | F ⁽²⁾ | | 48,614 | D | \$ 21.75 |
| Common Stock | 09/22/2018 | | M ⁽⁴⁾ | | 39,604 | A | \$ 0 |

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| | | | | | | | |
|--------------|------------|------------------|---------|---|---------|---------|---|
| Common Stock | 09/22/2018 | F ⁽²⁾ | 21,524 | D | \$ 21.2 | 760,601 | D |
| Common Stock | 09/22/2018 | M ⁽⁵⁾ | 179,440 | A | \$ 0 | 940,041 | D |
| Common Stock | 09/22/2018 | F ⁽²⁾ | 97,525 | D | \$ 21.2 | 842,516 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | |
| Restricted Stock Unit | <u>(6)</u> | 09/20/2018 | | M ⁽¹⁾ | | 26,529 | <u>(7)</u> | 09/20/2020 | Common Stock |
| Restricted Stock Unit | <u>(6)</u> | 09/20/2018 | | J ⁽⁸⁾ | 30,171 | | 09/20/2018 | 09/20/2018 | Common Stock |
| Restricted Stock Unit | <u>(6)</u> | 09/20/2018 | | M ⁽³⁾ | | 89,447 | <u>(8)</u> | 09/20/2019 | Common Stock |
| Restricted Stock Unit | <u>(6)</u> | 09/22/2018 | | M ⁽⁴⁾ | | 39,604 | <u>(9)</u> | 09/22/2019 | Common Stock |
| Restricted Stock Unit | <u>(6)</u> | 09/22/2018 | | J ⁽¹⁰⁾ | 89,720 | | 09/22/2018 | 09/22/2018 | Common Stock |
| Restricted Stock Unit | <u>(6)</u> | 09/22/2018 | | M ⁽⁵⁾ | | 179,440 | <u>(10)</u> | 09/22/2018 | Common Stock |

Reporting Owners

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

Signatures

/s/ Vikram
Verma

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) 26,529 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) 89,447 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (4) 39,604 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (5) 179,440 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 118,552 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 59,276 PSUs vested at 150.9 % of target, such that 89,447 shares became issuable. Of these shares, 40,833 were issued to the reporting person and the remaining 48,614 were withheld to pay the associated tax liability. The 30,171 units reported in Table II correspond to the additional shares issued in excess of 59,276 share target for the first vesting installment.

- (8) 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 179,440 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 89,720 PSUs vested at 200.0 % of target, such that 179,440 shares became issuable. Of these shares, 81,915 were issued to the reporting person and the remaining 97,525 were withheld to pay the associated tax liability. The 89,720 units reported in Table II correspond to the additional shares issued in excess of 89,720 share target for the first vesting installment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.