

Deklich Dejan
Form 4
March 21, 2019

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 *
Deklich Dejan

(Last) (First) (Middle)

C/O 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)
03/20/2019

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 Product 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 03/20/2019 | | M ⁽¹⁾ | 24,979 A \$ 0 | 44,773 | D | |
| Common Stock | 03/20/2019 | | F ⁽²⁾ | 8,637 D \$ 0 | 36,136 | 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Restricted Stock Units | \$ 0 | 03/20/2019 | | A ⁽¹⁾ | 6,754 <u>(1)</u> | 03/20/2019 03/20/2020 | Common Stock | 6,754 |
| Restricted Stock Units | \$ 0 | 03/20/2019 | | M | 24,979 | 03/20/2019 03/20/2020 | Common Stock | 24,979 |

Reporting Owners

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

Signatures

/s/ Dejan
Deklich

03/21/2019

**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) Shares were issued pursuant to an award previously reported on a Form 3 (filed September 7, 2017) as an award of restricted stock units for 36,451 shares of common stock. As previously reported, the award vests in two installments, with the number of shares issuable in each installment determined based on total shareholder return (TSR) of the company's common stock relative to the Russell 2000 during the relevant performance period. The target number of shares issuable on the two vesting dates were 18,225 and 18,226 shares, respectively. On March 20, 2019, the first installment of units vested at 137.06% of target, such that a total of 24,979 shares were issued, which represents 6,754 shares in excess of target.

(2) Represents shares of common stock withheld to satisfy the reporting person's minimum tax obligation in respect of the shares issued upon vesting of an equity award, as reported in the line above.

(3) Represents the number of shares issuable at target upon vesting of the remaining units subject to this award. See footnote 1 above.

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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