

8X8 INC /DE/
Form 424B5
November 15, 2013
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File No. 333-187421

PROSPECTUS SUPPLEMENT

(To prospectus dated April 3, 2013)

12,500,000 Shares

Common Stock

We are selling 12,500,000 shares of our common stock.

Our shares trade on the NASDAQ Global Select Market under the symbol EGHT. On November 14, 2013 the last sale price of the shares as reported on the NASDAQ Global Select Market was \$9.50 per share.

Investing in the common stock involves risks that are described in the Risk Factors section beginning on page S-10 of this prospectus supplement.

	Per Share	Total
Public offering price	\$ 9.25	\$ 115,625,000
Underwriting discount	\$ 0.4625	\$ 5,781,250
Proceeds, before expenses, to us	\$ 8.7875	\$ 109,843,750

The underwriters may also exercise their option to purchase up to an additional 1,875,000 shares from us, at the public offering price, less the underwriting discount, for 30 days after the date of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery on or about November 20, 2013.

BofA Merrill Lynch

Barclays

Deutsche Bank Securities

Needham & Company

Craig-Hallum Capital Group

Dougherty & Company

The date of this prospectus supplement is November 14, 2013.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the offering of common stock and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. The second part is the accompanying prospectus, which provides more general information. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or any document incorporated by reference therein, on the other hand, you should rely on the information in this prospectus supplement.

Neither we nor the underwriters take any responsibility for, and cannot provide any assurance as to the reliability of any other information that others may give you. We have not authorized anyone to provide you with information other than that contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus or any free writing prospectus relating to this offering. It is important for you to read and consider all information contained in this prospectus supplement, the accompanying prospectus and any free writing prospectus relating to this offering, and the documents incorporated by reference in the prospectus and the prospectus supplement in making your investment decision. You should also read and consider the information in the documents to which we have referred to you in *Where You Can Find Additional Information*, below.

You should not assume that the information contained in this prospectus supplement is accurate as of any date other than its date, or that the information contained in any document incorporated by reference in the prospectus or the prospectus supplement is accurate as of any date other than the date on which that document was filed with the Securities and Exchange Commission, or SEC. See *Information Incorporated by Reference* and *Incorporation by Reference*, below.

We are not making an offer to sell the common stock in jurisdictions where the offer or sale is not permitted. The distribution of this prospectus supplement and the offering and sale of our common stock in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus supplement must inform themselves about and observe any restrictions relating to the offering of the common stock and the distribution of this prospectus supplement outside the United States. This prospectus supplement does not constitute an offer of, or an invitation to purchase, any shares of common stock in any jurisdiction in which such offer or invitation would be unlawful.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement and the documents incorporated by reference herein and does not contain all of the information that you should consider in making your investment decision. Before investing in our common stock, you should carefully read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein including our consolidated financial statements and the related notes and the information set forth under the headings Risk Factors, in each case included or incorporated by reference in this prospectus supplement. Unless the context otherwise requires, we use the terms 8x8, company, we, us and our in this prospectus supplement to refer to 8x8, Inc. and, where appropriate, its subsidiaries.

8x8, Inc.

Overview

We are a leading provider of unified communications and collaboration, or UCC, services in the cloud for small and medium businesses, or SMBs, and mid-market and distributed enterprises. We deliver a broad suite of UCC services to in-office and mobile devices spanning cloud telephony, virtual contact center, virtual meeting and virtual desktop through our proprietary unified software as a service, or SaaS, platform. We currently serve over 35,000 business customers with over 400,000 subscriptions, making us a leading provider of UCC services in the cloud. Our software abstracts complex networking, redundancy, security and interconnection requirements to provide a seamless and easy-to-use solution for our customers. Our software also integrates with leading enterprise resource planning, or ERP, customer relationship management, or CRM, human capital management, or HCM, and other third-party application suites, such as Salesforce.com and NetSuite, to provide organizations an integrated, fully functional business communications and collaboration experience that is critical to operate their businesses.

Businesses are increasingly focused on utilizing mobility and UCC solutions to enable increased productivity, improve interactions with customers and partners, and enhance organizational agility and responsiveness. Legacy solutions have proven to be increasingly expensive and cumbersome and do not meet these evolving business requirements. Companies of all sizes are managing an increasingly mobile and globally distributed workforce that seeks to leverage multiple means of communication and collaboration, including voice, text, video and desktop. The rapid rise of mobile devices in the enterprise has created demand for bring your own device, or BYOD, provisioning capabilities. Additionally, companies are looking to increase their competitive edge by integrating ERP, CRM and HCM applications and other back-office information technology, or IT, systems with their communications and collaboration systems. Finally, as cyber threats proliferate and hackers become more sophisticated, voice and data security and compliance are at the forefront of business requirements. Legacy providers have struggled to provide UCC services and continue to require long, high-touch sales and setup cycles in an effort to solve carrier and hardware complexity. New cloud-based providers typically deliver point solutions and do not provide a secure, comprehensive UCC platform in the cloud.

We view our addressable market to be large and underpenetrated. We believe that our direct addressable market today, comprised of Unified Communications as a Service, or UCaaS, cloud-based Contact Center, virtual meeting and Workspace as a Service, or WaaS, is approximately \$2.9 billion in aggregate worldwide, growing at a compound annual growth rate, or CAGR, of 24.7% and is expected to be \$7.1 billion by 2016 based on third-party research. As enterprises shift away from a patchwork of on-premise private branch exchange, or PBX, solutions to fully integrated cloud UCC solutions, we believe our long-term addressable market may approach more than \$30 billion. We see this enterprise shift occurring with mid-market and distributed enterprises and believe we are early in the adoption cycle.

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The core of our platform is two technologies that deliver the functionality needed to meet today's business communications and collaboration requirements. Our Infrastructure Manager software abstracts complex global interconnectivity between voice over internet protocol, or VoIP, and traditional public switched telephone network, or PSTN, enabling a turnkey UCC solution for our customers. Our Integration Manager software integrates with third-party applications, allowing our customers to access important data while communicating with their clients or collaborating with colleagues. These core components of our software platform enable rapid workspace and phone provisioning and seamless deployment of our UCC services globally. Furthermore, we have invested heavily in achieving and maintaining compliance with state and federal regulations, including the Federal Information Security Management Act, or FISMA, the Health Insurance Portability and Accountability Act, or HIPAA, the Health Information Technology for Economic and Clinical Health (HITECH) Act, and the Payment Card Industry Data Security Standard, or PCI DSS.

Our customers range from startups to large, distributed enterprises. We offer customers a secure, turnkey solution which can be deployed easily through our proprietary integrated cloud services, spans the breadth of communications and collaboration needs and is provided reliably at an affordable cost. This allows customers to focus on their business instead of trying to manage the complexities of deploying UCC platforms and integrating these platforms with other applications that have already been outsourced to the cloud, such as ERP, CRM and/or HCM.

Our total revenue, adjusted for discontinued operations related to our former dedicated server hosting business, in fiscal year 2013 grew 24.5% to \$103.8 million compared with \$83.4 million in fiscal year 2012, and in the six months ended September 30, 2013, grew 21.2% to \$60.1 million compared with \$49.6 million in the six months ended September 30, 2012. We reported net income in fiscal year 2013 of \$13.9 million compared with net income in fiscal year 2012 of \$69.2 million (including a non-cash income tax benefit of \$62.1 million associated with the release of a deferred tax asset valuation allowance in fiscal 2012), and we reported net income of \$4.4 million in the six months ended September 30, 2013 compared with net income of \$10.4 million in the six months ended September 30, 2012 (including a \$12.0 million pre-tax gain on the sale of a patent family in the six months ended September 30, 2012).

Our Industry

Cloud Market Opportunity

We believe that the addressable market for our unified cloud communications and collaboration services is large, growing and underpenetrated. Our services directly address multiple markets. According to TechNavio, an independent research firm, the worldwide UCaaS market will grow at a 24.6% CAGR from \$2.0 billion in 2012 to \$4.9 billion in 2016. Gartner forecasts that the cloud-based Contact Center market will grow at a 18.5% CAGR from \$467 million in 2012 to \$921 million in 2016. The global web event services market is forecasted by Frost & Sullivan to grow at a 15.4% CAGR from \$354 million in 2012 to \$628 million in 2016. Finally, IDC forecasts the worldwide hosted WaaS market will grow from \$87 million in 2012 to \$661 million in 2016. We address these markets with our Virtual Office, Virtual Contact Center, Virtual Meeting and Virtual Desktop solutions, respectively. Together, our total addressable market is forecasted to grow at a 24.7% CAGR from \$2.9 billion in 2012 to \$7.1 billion in 2016.

We believe the market has reached an inflection point where existing legacy providers are unable to provide a broad UCC solution, and the adoption of cloud-based UCC services will increase as companies embrace its significant benefits.

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Legacy Approaches are Cumbersome and Expensive

Companies are facing increasing complexity with deployments of communications and collaboration services. The exponential growth and variety of mobile devices (with employees seeking to import their personal devices into the workplace environment), a globally distributed workforce, demand for full functionality with third-party applications and other back office IT systems and increasing security and regulatory concerns create numerous challenges for companies seeking a comprehensive UCC solution, including:

Hardware/Software Vendor, Carrier and Sub-Carrier Complexity. Establishing connectivity and communications through the myriad of hardware and software vendors, carriers, sub-carriers and international carriers is becoming ever more complex. Companies need reliable connectivity without complex configurations that require long lead times to implement.

Device Proliferation / BYOD. The exponential growth of mobile devices has resulted in BYOD in the workplace and, as a result, has increased companies' need for communications and collaboration services in order to improve employee productivity. Furthermore, companies need to manage and secure voice and data while protecting customer privacy.

Globally Distributed Enterprises and Workforces. Companies of all sizes and their employees are distributed globally and there is a need to support communications and collaboration across locations and between employees on a unified system that can be easily deployed and work reliably.

Applications Requirements. As companies look to gain an edge in an increasingly competitive environment, ERP applications help improve efficiency while CRM applications help manage and streamline customer interactions and HCM applications facilitate communication with companies' employees. Many of these applications provide additional benefits and improved productivity when integrated with a communications and collaborations suite, allowing employees to communicate information quickly.

Compliance. Increasing regulations and compliance procedures add complexity to the already difficult task of managing communications for dozens or hundreds of employees. Companies need a way to secure data and prevent fraudulent use of communication services. Additionally, a continually evolving regulatory environment requires complex software to secure voice and data communications and comply with privacy protection regulations.

Cost of Deployment. In addition to these complex requirements, chief information officers are facing increased budget scrutiny and a need to implement a scalable solution at an affordable cost.

Shortcomings of Existing Solutions

The current market is primarily comprised of two categories of solutions that are unable to adequately address today's business communications and collaboration requirements:

Legacy Providers. Legacy providers typically provide on-premise solutions that require a long, complex and high-touch sales and setup process with proprietary hardware. These on-premise solutions are difficult to deploy and expensive to maintain in multiple locations for a globally distributed workforce. In addition, the legacy solutions do not provide the resiliency and business continuity capabilities required by customers.

Point Solution Providers. New cloud providers have emerged to address the need for rapid provisioning and simple deployment of communications or collaboration software. However, these solutions are typically siloed and do not currently provide a

comprehensive communications and collaboration suite.

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The 8x8 Solution

The 8x8 solution runs on our unified software platform. At the core of our platform are two central technologies delivering functionality for today's business requirements. Our Infrastructure Manager abstracts complex global interconnectivity between VoIP and traditional PSTN to provide easy-to-use connectivity for our customers. Our Integration Manager integrates with third-party applications, including Salesforce.com, Microsoft Dynamics, NetSuite and many others, to provide integrated applications functionality within our communications and collaboration services. We have been awarded 91 United States patents, more than 60 of which we currently hold. Our solution provides the following key benefits:

Comprehensive SaaS Suite. Our services consist of Virtual Office, Virtual Contact Center, Virtual Meeting and Virtual Desktop, providing a single platform for our customers' UCC needs. Our platform is integrated and enables cross-suite functionality. Our customers receive clear subscription pricing without the billing complexities and minute overages typically associated with traditional providers. Furthermore, software updates and related services are delivered without complex hardware or on-premise infrastructure upgrade cycles and can significantly reduce set-up times.

Rapid Cloud Provisioning. Our UCC in the cloud solution allows for rapid provisioning of business phones and mobile devices globally. Customers only need to install our application on their mobile device or plug in our pre-configured IP phones to use a turnkey cloud telephony solution and access our software platform. A typical setup can be accomplished in minutes.

Applications Integration. We integrate with third-party applications including Salesforce.com, Microsoft Dynamics, NetSuite, SugarCRM, eAgent and many others to provide enhanced functionality within our UCC services.

Security and Compliance. We have invested heavily in complying with state and federal regulations including FISMA, HIPAA, HITECH and PCI DSS.

Affordability. Our cloud UCC services are typically more affordable than traditional services and offer more UCC functionality at a fraction of the cost of traditional providers, even before including additional system integration costs that are likely to be incurred when deploying traditional services.

Our Growth Initiatives

Our growth initiatives reflect our goal to be the leading global provider of UCC services in the cloud. The following are key elements of our growth strategy:

Upsell our Products and Services. Our services provide additional benefits when used in concert, and we intend to upsell our products and services by educating our customers on the additional functionality that can be achieved with our UCC platform.

Increase Mid-Market and Distributed Enterprise Adoption. We plan to capitalize on the increasing penetration of cloud-based communications and collaboration services in mid-market and distributed enterprises by increasing focus on our direct and channel sales strategy.

Expand Globally. We intend to focus on penetrating select markets outside the United States in order to capture more of the growing global market for UCC in the cloud which we believe is underpenetrated and lends itself to a cost effective and easily deployable cloud solution.

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Build New Products and Service Offerings on our Platform. We believe our unified software platform can be leveraged to offer additional products and services. We intend to integrate our service offerings further and provide additional functionality for our customers.

Pursue Strategic Acquisitions. We intend to identify, acquire and integrate strategic technologies, assets and businesses that we believe will build out our breadth of SaaS offerings and drive growth, both domestically and internationally.

Recent Developments

On November 11, 2013, we entered into a share purchase agreement with the shareholders and optionholders of Voicenet Solutions Limited, or Voicenet, a provider of cloud communications and collaboration services in the United Kingdom. The agreement provides for us to purchase all of the shares of Voicenet for approximately \$18.4 million in cash, of which approximately \$15.4 million would be paid at closing and the remaining \$3.0 million would be placed in escrow and eligible for release to the Voicenet shareholders and optionholders in installments on the first and second anniversaries of the closing date. The shares of Voicenet would be acquired and held by a wholly-owned subsidiary we recently formed in the United Kingdom, so that Voicenet would become an indirect, wholly-owned subsidiary of ours upon closing. The transaction is expected to close by the end of the current fiscal quarter and is subject to customary closing conditions.

Company Information

We were incorporated in California in February 1987 and reincorporated in Delaware in December 1996. We maintain a corporate Internet website at the address <http://www.8x8.com>. The contents of this website are not incorporated in or otherwise to be regarded as part of this prospectus supplement. Our principal executive offices are located at 2125 O Nel Drive, San Jose, CA 95131. Our telephone number at that address is (408) 727-1885.

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THE OFFERING

Common stock offered by us 12,500,000 shares

Common stock to be outstanding after this offering 85,664,127 shares

Use of proceeds We estimate that the net proceeds from the sale of the shares of our common stock in this offering will be approximately \$109.3 million (or approximately \$125.8 million if the option to purchase additional shares of common stock we have granted to the underwriters is exercised in full), at the public offering price of \$9.25 per share, after deducting underwriting discounts and commissions and our estimated expenses related to this offering.

We intend to use all the net proceeds we receive from our sale of shares in this offering for general corporate purposes, including expanding sales and marketing and research and development. We also may use a portion of the net proceeds for the acquisition of technologies, businesses or products that are complementary to our business, although no such acquisitions, other than our pending acquisition of Voicenet, are subject to any plan or arrangement or are being negotiated as of the date of this prospectus supplement, and no portion of the net proceeds has been allocated for any specific acquisition. See Use of Proceeds below.

NASDAQ Global Select Market symbol EGHT

Risk factors See Risk Factors beginning on page S-10 for a discussion of some of the factors you should consider before deciding to invest in shares of our common stock.

The number of shares of our common stock to be outstanding after this offering is based upon 73,164,127 shares outstanding as of October 31, 2013. This number does not include:

4,184,667 shares of common stock issuable upon exercise of outstanding exercisable stock options with a weighted average exercise price of approximately \$1.96 per share;

2,348,150 shares of common stock issuable upon exercise of outstanding stock options that are not currently exercisable;

1,673,999 shares of common stock issuable upon vesting of unvested restricted stock units and stock purchase rights;

1,913,370 shares of common stock available for future issuance under our stock option plans; and

359,420 shares of common stock available for sale under our employee stock purchase plan.

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Except as otherwise indicated, all information in this prospectus supplement assumes no exercise by the underwriters of their option to purchase additional shares of common stock.

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The following tables summarize our financial data as of the dates and for the periods indicated. We have derived the summary consolidated financial data for the fiscal years ended March 31, 2011, 2012 and 2013 from our audited consolidated financial statements incorporated by reference in this prospectus supplement. We have derived the summary consolidated financial data for the six months ended September 30, 2012 and as of and for the six months ended September 30, 2013 from our unaudited condensed consolidated financial statements for such periods incorporated by reference in this prospectus supplement. Our unaudited condensed consolidated financial statements include reclassifications for certain prior-period amounts related to the company's discontinued operations related to our former dedicated server hosting business which have been reclassified to conform to the current period presentation. Our unaudited condensed consolidated financial statements have been prepared on the same basis as our audited consolidated financial statements and in the opinion of our management reflect all adjustments, consisting of normal recurring adjustments necessary for a fair presentation of our financial position and results of operations for the periods presented. Our operating results are not necessarily indicative of results that may be expected in any future period, and our operating results for the six-month periods are not necessarily indicative of results that may be expected for a full fiscal year, or any other periods.

The summary historical consolidated data presented below should be read in conjunction with the sections entitled Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and the related notes thereto and other financial data included elsewhere or incorporated by reference in this prospectus supplement.

	Years Ended March 31,		
	2011	2012	2013
	(in thousands, except per share amounts)		
Service revenue ⁽¹⁾	\$ 64,998	\$ 78,382	\$ 98,212
Product revenue	5,165	7,421	9,402
Total revenue	70,163	85,803	107,614
Operating expenses:			
Cost of service revenue ⁽²⁾	14,508	18,065	22,201
Cost of product revenue ⁽²⁾	8,115	9,822	11,801
Research and development ⁽²⁾	4,819	6,745	8,147
Sales and marketing ⁽²⁾	31,744	37,980	46,244
General and administrative ⁽²⁾	4,733	6,012	8,619
Gain on patent sale			(12,965)
Total operating expenses⁽¹⁾	63,919	78,624	84,047
Income from operations	6,244	7,179	23,567
Other income (loss), net	138	(305)	105
Income on change in fair value of warrant liability	167		
Income before provision (benefit) for income taxes	6,549	6,874	23,672
Provision (benefit) for income taxes	55	(62,354)	9,733
Net income	\$ 6,494	\$ 69,228	\$ 13,939
Net income per share:			
Basic ⁽³⁾	\$ 0.10	\$ 1.04	\$ 0.20
Diluted ⁽³⁾	\$ 0.10	\$ 0.99	\$ 0.19
Weighted average number of shares:			
Basic ⁽³⁾	63,087	66,413	71,390
Diluted ⁽³⁾	65,873	70,149	74,700

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	Six Months Ended September 30, 2012 2013 (unaudited) (in thousands, except per share amounts)	
Service revenue	\$ 45,291	\$ 54,325
Product revenue	4,274	5,741
Total revenue	49,565	60,066
Operating expenses:		
Cost of service revenue ⁽²⁾	10,294	9,995
Cost of product revenue ⁽²⁾	5,382	7,130
Research and development ⁽²⁾	3,856	4,976
Sales and marketing ⁽²⁾	21,068	26,817
General and administrative ⁽²⁾	4,107	5,897
Gain on patent sale	(11,965)	
Total operating expenses	32,742	