

Narayanaswamy Ramprakash
 Form 3
 April 05, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Narayanaswamy Ramprakash | | (Month/Day/Year) | 8X8 INC /DE/ [EGHT] | |
| (Last) | (First) | (Middle) | 04/01/2010 | |
| C/O 8X8 INC, 810 W MAUDE AVE | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | |
| SUNNYVALE, CA 94085 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Technology Officer | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 111,540 | D | ^ |
| Stock Purchase Rights | 27,760 | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Option (right to buy) | Â (1) | 02/22/2015 | Common Stock | 25,000 | \$ 2.69 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 04/26/2015 | Common Stock | 15,000 | \$ 1.32 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 04/18/2016 | Common Stock | 100,000 | \$ 1.59 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 08/28/2017 | Common Stock | 100,000 | \$ 1.26 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 09/30/2018 | Common Stock | 75,000 | \$ 0.87 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Narayanaswamy Ramprakash C/O 8X8 INC 810 W MAUDE AVE SUNNYVALE, CA 94085 | Â | Â | Â Chief Technology Officer | Â |

Signatures

/s/ Ramprakash
Narayanaswamy

04/05/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The option becomes exercisable at the rate of 1/4th of the shares on 2/22/06 and 1/36th of the remaining shares at the end of each full month thereafter. On January 27, 2009, the board of directors approved the acceleration of the unvested stock options.
- (2) The option becomes exercisable at the rate of 1/48th of the shares on 5/26/05 and at the end of each full month thereafter. On January 27, 2009, the board of directors approved the acceleration of the unvested stock options.
- (3) The option becomes exercisable at the rate of 1/48th of the shares on 5/18/06 and at the end of each full month thereafter. On January 27, 2009, the board of directors approved the acceleration of the unvested stock options.
- (4) The option becomes exercisable at the rate of 1/48th of the shares on 9/28/07 and at the end of each full month thereafter. On January 27, 2009, the board of directors approved the acceleration of the unvested stock options.
- (5) The option becomes exercisable at the rate of 1/48th of the shares on 10/30/08 and at the end of each full month thereafter. On January 27, 2009, the board of directors approved the acceleration of the unvested stock options.

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.