

Arora Puneet
Form 4
September 26, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Arora Puneet

(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)

09/22/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title _____ Other (specify
below) below)

SVP Global Sales

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)
Common Stock	09/22/2017		J ⁽¹⁾	5,794 A	\$ 13.3	49,692	D
Common Stock	09/22/2017		J ⁽²⁾	8,520 A	\$ 13.3	58,212	D

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

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information contained in this form are not
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(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)	5,794	(4) 09/22/2019	Common Stock 5,794
Restricted Stock Unit	(3)	09/22/2017		F(5)	3,488	(4) 09/22/2019	Common Stock 3,488
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)	09/20/2017		J(2)	8,520	(7) 09/22/2018	Common Stock 8,520
Restricted Stock Unit	(3)	09/22/2017		F(5)	5,129	(7) 09/22/2018	Common Stock 5,129

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Arora Puneet C/O 8X8 INC. 2125 O'NEL DRIVE SAN JOSE, CA 95131	SVP Global Sales

Signatures

/s/ Puneet Arora 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) 5,794 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (2) 8,520 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 EGHT common stock.
- (4)

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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.

(5) Payment of tax liability by withholding securities incident to vesting of restricted stock units.

As previously reported on Form 4, the reporting person was awarded 14,020 performance shares 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 8,520 were issued to the reporting person and the remaining 5,129 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 the 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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