

8X8 INC /DE/  
Form SC 13G/A  
February 14, 2007

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

**8X8, INC.**

(Name of Issuer)

**COMMON STOCK, PAR VALUE \$0.001 PER SHARE**

(Title of Class of Securities)

**282914100**

(CUSIP Number)

**DECEMBER 31, 2006**

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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<b>1</b> NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  Riverview Group, LLC 11-3485705	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
<b>5</b> SOLE VOTING POWER  3,659,624	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>6</b> SHARED VOTING POWER  -0-	
<b>7</b> SOLE DISPOSITIVE POWER  3,659,624	
<b>8</b> SHARED DISPOSITIVE POWER  -0-	
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,659,624	
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.6%

12TYPE OF REPORTING PERSON

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<b>1</b> NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  Millenco, L.L.C. 13-3532932
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>
<b>3</b> SEC USE ONLY
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware
<b>5</b> SOLE VOTING POWER  -0-
<b>6</b> SHARED VOTING POWER  -0-
<b>7</b> SOLE DISPOSITIVE POWER  -0-
<b>8</b> SHARED DISPOSITIVE POWER  -0-
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,659,624
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.6%

12TYPE OF REPORTING PERSON

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<b>1</b> NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  Integrated Holding Group, L.P. 13-3631307	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
<b>5</b> SOLE VOTING POWER  3,659,624	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>6</b> SHARED VOTING POWER  -0-	
<b>7</b> SOLE DISPOSITIVE POWER  3,659,624	
<b>8</b> SHARED DISPOSITIVE POWER  -0-	
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,659,624	
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
<b>11</b>	

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.6%

12TYPE OF REPORTING PERSON

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<b>1</b> NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  Millennium Management, L.L.C. 13-3804139	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
<b>5</b> SOLE VOTING POWER  3,659,624	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>6</b> SHARED VOTING POWER  -0-	
<b>7</b> SOLE DISPOSITIVE POWER  3,659,624	
<b>8</b> SHARED DISPOSITIVE POWER  -0-	
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,659,624	
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	



PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.6%

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<b>1</b> NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  Israel A. Englander	
<b>2</b> CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b> SEC USE ONLY	
<b>4</b> CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
<b>5</b> SOLE VOTING POWER  3,659,624	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>6</b> SHARED VOTING POWER  -0-	
<b>7</b> SOLE DISPOSITIVE POWER  3,659,624	
<b>8</b> SHARED DISPOSITIVE POWER  -0-	
<b>9</b> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,659,624	
<b>10</b> CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
<b>11</b> PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	

5.6%

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Item 1.

(a)Name of Issuer:

8x8, Inc., a Delaware corporation (the "Company").

(b)Address of Issuer's Principal Executive Offices:

3151 Jay Street  
Santa Clara, California 95054

Item 2.

(a)Name of Person Filing:

(b)Address of Principal Business Office:

(c)Citizenship:

Riverview Group, LLC  
c/o Millennium Management, L.L.C.  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Millenco, L.L.C.  
c/o Millennium Management, L.L.C.  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

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Integrated Holding Group, L.P.  
c/o Millennium Management, L.L.C.  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Millennium Management, L.L.C.  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Israel A. Englander  
c/o Millennium Management, L.L.C.  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: United States

(d)Title of Class of Securities:common stock, par value \$0.001 per share ("Common Stock")

(e)CUSIP Number: 282914100

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

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- (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
  
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

**(a) Amount Beneficially Owned:**

As of the date of this filing, Riverview Group, LLC, a Delaware limited liability company ("Riverview") held 3,659,624 shares of Common Stock currently issuable to Riverview upon the exercise of warrants (the "Warrants").

The number of shares of Common Stock into which the Warrants are exercisable is limited pursuant to the terms of the Warrants to that number of shares of Common Stock which would result in Riverview having beneficial ownership of not more than 9.99% of the total issued and outstanding shares of Common Stock.

Riverview has an open short position of 1,355,800 shares of Common Stock, which position is not netted against the data provided herein for the purpose of determining the number of shares beneficially owned by any of the Reporting Persons.

The managing member of Riverview is Integrated Holding Group, L.P., a Delaware limited partnership ("Integrated Holding Group") and consequently may be deemed to be the beneficial owner of any shares held by Riverview. Millennium Management, L.L.C., a Delaware limited liability company ("Millennium Management"), is the managing partner of Integrated Holding Group and consequently may be deemed to be the beneficial owner of any shares deemed to be beneficially owned by Integrated Holding Group. Israel A. Englander ("Mr. Englander") is the managing member of Millennium Management and consequently may be deemed to be the beneficial owner of any shares deemed to be beneficially owned by Millennium Management. The foregoing should not be construed in and of itself as an admission by any of Integrated Holding Group, Millennium Management or Mr. Englander as to beneficial ownership of the shares owned by Riverview.

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It should be noted that Millenco, L.L.C., which is controlled by two of the Reporting Persons, Millennium Management and Mr. Englander, has an open short position of 45,279 shares of Common Stock, which position is not netted against the data provided herein for the purpose of determining the number of shares beneficially owned by such Reporting Persons.

Note: Millennium Partners, L.P., Millennium SMC LLC and Millennium SMC (Cayman) Ltd. are limited partners of Integrated Holding Group. As such, Millennium Partners, L.P., Millennium SMC LLC and Millennium SMC (Cayman) Ltd. do not have investment or voting control over Integrated Holding Group or its securities positions.

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(b) Percent of Class:

5.6% (see Item 4(a) above), which percentage was calculated based on 61,450,753 shares of Common Stock outstanding as of February 1, 2007, as reported in the Company's Quarterly Report on Form 10-Q, dated as of February 6, 2007.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

3,659,624

(ii) Shared power to vote or to direct the vote

-0-

(iii) Sole power to dispose or to direct the disposition of

3,659,624

(iv) Shared power to dispose or to direct the disposition of

-0-

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.



Item 9. Notice of Dissolution of Group

Not applicable.

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**Item 10. Certification**

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Exhibits:

Exhibit I: Joint Filing Agreement, dated as of February 13, 2007, by and among Riverview Group, LLC, Millenco, L.L.C., Integrated Holding Group, L.P., Millennium Management, L.L.C. and Israel A. Englander.

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**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 13, 2007

RIVERVIEW GROUP, LLC

MILLESCO, L.L.C.

By: Integrated Holding Group, L.P.,  
its managing member

By: Millennium Management, L.L.C.  
its managing partner

By: Millennium Management, L.L.C.  
its managing partner

By: /s/ Terry Feeney  
Name: Terry Feeney  
Title: Chief Operating Officer

By: /s/ Terry Feeney  
Name: Terry Feeney  
Title: Chief Operating Officer

INTEGRATED HOLDING GROUP, L.P.

MILLENNIUM MANAGEMENT, L.L.C.

By: Millennium Management, L.L.C.  
its managing partner

By: /s/ Terry Feeney  
Name: Terry Feeney  
Title: Chief Operating Officer

By: /s/ Terry Feeney  
Name: Terry Feeney  
Title: Chief Operating Officer

/s/ Israel A. Englander by David Nolan  
pursuant to Power of Attorney filed with  
the SEC on June 6, 2005  
Israel A. Englander

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**EXHIBIT I JOINT FILING AGREEMENT**

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, par value \$0.001 per share, of 8X8, Inc., a Delaware corporation, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: February 13, 2007

RIVERVIEW GROUP, LLC

MILLENCO, L.L.C.

By: Integrated Holding Group, L.P.,  
its managing member

By: Millennium Management, L.L.C.  
its managing partner

By: Millennium Management, L.L.C.  
its managing partner

By: /s/ Terry Feeney  
Name: Terry Feeney  
Title: Chief Operating Officer

By: /s/ Terry Feeney  
Name: Terry Feeney  
Title: Chief Operating Officer

INTEGRATED HOLDING GROUP, L.P.

MILLENNIUM MANAGEMENT, L.L.C.

By: Millennium Management, L.L.C.  
its managing partner

By: /s/ Terry Feeney  
Name: Terry Feeney  
Title: Chief Operating Officer

By: /s/ Terry Feeney  
Name: Terry Feeney  
Title: Chief Operating Officer

/s/ Israel A. Englander by David Nolan  
pursuant to Power of Attorney filed with  
the SEC on June 6, 2005  
Israel A. Englander