

Hakeman Darren J.
Form 4
September 24, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Hakeman Darren J.

2. Issuer Name and Ticker or Trading Symbol
8X8 INC /DE/ [EGHT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP-Strategy,Analytics&CorpDev

2125 O'NEL DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

SAN JOSE, CA 95131

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/20/2018 | | M ⁽¹⁾ | | 6,448 | A | \$ 0 |
| Common Stock | 09/20/2018 | | F ⁽²⁾ | | 3,067 | D | \$ 21.75 |
| Common Stock | 09/20/2018 | | M ⁽³⁾ | | 7,249 | A | \$ 0 |
| Common Stock | 09/20/2018 | | F ⁽²⁾ | | 3,449 | D | \$ 21.75 |
| Common Stock | 09/20/2018 | | M ⁽³⁾ | | 7,249 | A | \$ 0 |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|----------|--------|---|
| Common Stock | 09/20/2018 | F ⁽²⁾ | 3,449 | D | \$ 21.75 | 72,186 | D |
| Common Stock | 09/22/2018 | M ⁽⁴⁾ | 9,282 | A | \$ 0 | 81,468 | D |
| Common Stock | 09/22/2018 | F ⁽²⁾ | 4,416 | D | \$ 21.2 | 77,052 | D |
| Common Stock | 09/22/2018 | M ⁽⁵⁾ | 14,020 | A | \$ 0 | 91,072 | D |
| Common Stock | 09/22/2018 | F ⁽²⁾ | 6,920 | D | \$ 21.2 | 84,152 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | (6) | 09/20/2018 | | M ⁽¹⁾ | | (10) 09/20/2020 | Common Stock | 6,448 | |
| Restricted Stock Unit | (6) | 09/20/2018 | | J ⁽⁷⁾ | 2,445 | 09/20/2018 09/20/2018 | Common Stock | 2,445 | |
| Restricted Stock Unit | (6) | 09/20/2018 | | M ⁽³⁾ | 7,249 | (7) 09/20/2021 | Common Stock | 7,249 | |
| Restricted Stock Unit | (6) | 09/20/2018 | | J ⁽⁷⁾ | 2,445 | 09/20/2018 09/20/2018 | Common Stock | 2,445 | |
| Restricted Stock Unit | (6) | 09/20/2018 | | M ⁽³⁾ | 7,249 | (7) 09/20/2019 | Common Stock | 7,249 | |
| Restricted Stock Unit | (6) | 09/22/2018 | | M ⁽⁴⁾ | 9,282 | (8) 09/22/2019 | Common Stock | 9,282 | |
| Restricted Stock Unit | (6) | 09/22/2018 | | J ⁽⁹⁾ | 7,010 | 09/22/2018 09/22/2018 | Common Stock | 7,010 | |
| Restricted Stock Unit | (6) | 09/22/2018 | | M | 14,020 | (9) 09/22/2018 | Common Stock | 14,020 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hakeman Darren J. 2125 O'NEL DRIVE SAN JOSE, CA 95131 | | | SVP-Strategy,Analytics&CorpDev | |

Signatures

/s/ Darren J.
Hackman

09/24/2018

 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) 6,448 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (2) Payment of tax liability by withholding securities incident to vesting of restricted stock units.
- (3) 7,249 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (4) 9,282 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (5) 14,020 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (6) Each restricted stock unit represents a contingent right to receive one share of EGHT common stock.

19. As previously reported on a Form 4, the reporting person was awarded 9,608 performance share units (PSUs) on September 26, 2016, of which 50% were eligible to vest on each of the second and third anniversaries of the award date. On September 20, 2018, the first installment of 4,804 PSUs vested at 150.9 % of target, such that 7,249 shares became issuable. Of these shares, 3,800 were issued to the reporting person and the remaining 3,449 were withheld to pay the associated tax liability. The 2,445 units reported in Table II correspond to the additional shares issued in excess of 4,804 share target for the first vesting installment.
- (8) 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.

As previously reported on a Form 4, the reporting person was awarded 14,020 performance share 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, 2018, the second installment of 7,010 PSUs vested at 200.0% of target, such that 14,020 shares became issuable. Of these shares, 7,100 were issued to the reporting person and the remaining 6,920 were withheld to pay the associated tax liability. The 7,010 units reported in Table II correspond to the additional shares issued in excess of 7,010 share target for the second vesting installment.
- (10) This award vests at the rate of one-fourth of such shares at September 19, 2017, one-fourth of such shares at September 19, 2018, one-fourth of such shares at September 19, 2019 and one-fourth of such shares at September 19, 2020.

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.