

GENOVESE MARY ELLEN P

Form 4

September 24, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GENOVESE MARY ELLEN P

(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)

09/20/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/20/2018		M ⁽¹⁾	11,975 A	\$ 0 164,282	D	
Common Stock	09/20/2018		F ⁽²⁾	4,845 D	\$ 21.75 159,437	D	
Common Stock	09/20/2018		M ⁽³⁾	26,917 A	\$ 0 186,354	D	
Common Stock	09/20/2018		F ⁽²⁾	13,345 D	\$ 21.75 173,009	D	
Common Stock	09/22/2018		M ⁽⁴⁾	13,923 A	\$ 0 186,932	D	

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Common Stock	09/22/2018	F ⁽²⁾	6,903	D	\$ 21.2	180,029	D
Common Stock	09/22/2018	M ⁽⁵⁾	21,028	A	\$ 0	201,057	D
Common Stock	09/22/2018	F ⁽²⁾	10,425	D	\$ 21.2	190,632	D

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

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(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. Fair Value of Derivative Security at Issuance (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(6)	09/20/2018		M(1)			11,975	(7)	09/20/2020	Common Stock	11,975
Restricted Stock Unit	(6)	09/20/2018		J(8)		9,079		09/20/2018	09/20/2019	Common Stock	9,079
Restricted Stock Unit	(6)	09/20/2018		M(3)			26,917	(8)	09/20/2019	Common Stock	26,917
Restricted Stock Unit	(6)	09/22/2018		M(4)			13,923	(9)	09/22/2019	Common Stock	13,923
Restricted Stock Unit	(6)	09/22/2018		J(10)		10,514		09/22/2018	09/22/2018	Common Stock	10,514
Restricted Stock Unit	(6)	09/22/2018		M(5)			21,028	(10)	09/22/2018	Common Stock	21,028

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GENOVESE MARY ELLEN P C/O 8X8, INC 2125 O'NEL DRIVE	Chief Financial Officer

SAN JOSE, CA 95131

Signatures

/s/ Mary Ellen

Genovese

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) 11,975 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) 26,917 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (4) 13,923 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (5) 21,028 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.
- (7) 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.

As previously reported on a Form 4, the Reporting person was awarded 35,676 performance share units (PSUs) on September 20, 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 17,838 PSUs vested at 150.9% of target, such that 26,917 shares became issuable. Of these shares 13,572 were issued to the reporting person and the remaining 13,345 were withheld to pay the associated tax liability. The 9,079 units reported in Table II correspond to the additional shares issued in excess of 17,838 share target for the first vesting installment.
- (9) 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 21,028 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 21,028 PSUs vested at 200.0% of target, such that 10,514 shares became issuable. Of these shares, 10,603 were issued to the reporting person and the remaining 10,425 were withheld to pay the associated tax liability. The 10,514 units reported in Table II correspond to the additional shares issued in excess of 10,514 share target for the second vesting installment.
- (10)

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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