

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

June 17, 2024

Date of Report (Date of earliest event reported)



(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-38312

(Commission File Number)

77-0142404

(I.R.S. Employer Identification Number)

675 Creekside Way
Campbell, CA 95008

(Address of principal executive offices including zip code)

(408) 727-1885

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
COMMON STOCK, PAR VALUE \$0.001 PER SHARE	EGHT	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 17, 2024, the Board of Directors (the “Board”) of 8x8, Inc. (the “Company”) appointed Andrew Burton to the Board. Mr. Burton’s initial term will expire at the 2024 Annual Meeting of Stockholders (the “2024 Annual Meeting”), concurrently with the terms of the other members of the Board.

In connection with his appointment to the Board, Mr. Burton will be granted two awards of restricted stock units (“RSUs”), in accordance with the Company’s non-employee director compensation policy. Under that policy, Mr. Burton, as a new non-employee director of the Board, received on June 17, 2024: (a) an annual board service retainer of \$40,000 on a pro-rated basis to reflect the length of Mr. Burton’s term of service until the 2024 Annual Meeting; (b) an initial RSU award with a value of \$100,000, vesting in two equal installments on the first and second anniversaries of the date of grant, subject to his continued service on the Board; and (c) an award of RSUs equal in value to \$175,000 (with the actual number of RSUs granted determined by dividing \$175,000 by the greater of \$5 or the trailing 20-trading-day average of our closing stock price prior to the grant date) (on a pro-rated basis, based on the length of the remaining term of service, in the event the director is appointed on a date other than the annual meeting), vesting in full on the date of the 2024 Annual Meeting, subject to his continued service on the Board. In addition, the Company intends to enter into its standard form indemnification agreement with Mr. Burton.

Mr. Burton is the current President and Chief Operating Officer of Rapid7, Inc. (“Rapid7”), which is a current vendor to the Company. The Company made no payments to Rapid7 in fiscal 2024 and a payment of \$150,000 in fiscal 2025, prior to Mr. Burton joining the Board. Due to the size of the amounts paid to Rapid7, the Board has determined that these payments are not material to Mr. Burton and that he is independent under the applicable independence standards.

The press release announcing this appointment is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit	Description
99.1	Press release dated June 18, 2024, of 8x8, Inc.
104	Cover Page Interactive Data File, formatted in Inline XBRL.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 18, 2024

8x8, Inc.

By: /s/ LAURENCE DENNY

Laurence Denny
Chief Legal Officer



8x8, Inc. Appoints Andrew Burton to Board of Directors

CAMPBELL, Calif.-- June 18, 2024 -- 8x8, Inc. (NASDAQ: EGHT), a leading integrated cloud contact center and unified communications platform provider, today announced the appointment of Andrew Burton, President and Chief Operating Officer at Rapid7 (NASDAQ: RPD), as a new independent director, effective June 17, 2024.

Burton is an accomplished Software-as-a-Service (SaaS) and technology executive with a successful track record working in high-growth environments leading diverse, global teams to build and rapidly scale innovative businesses. As a former product and engineering executive who has led and grown global sales and marketing teams, in pre and post IPO environments, Burton has unique strengths and leadership experience across go-to-market, engineering, and operations. Serving as President and Chief Operating Officer at Rapid 7 since 2019, he is responsible for all of Rapid7's end-to-end business, customer delivery and innovation efforts, including global sales and marketing, customer success and support, product development and engineering, consulting and managed services, and IT and operations functions.

"On behalf of the entire board, it is my distinct pleasure to welcome Andrew Burton to our team," said Samuel Wilson, Chief Executive Officer at 8x8, Inc. "Andrew's extensive experience in leading innovative technology companies and his impressive track record in product development and go-to-market strategies make him an invaluable addition to our board. We are excited to leverage his insights and expertise as we continue to innovate and expand our impact."

With Burton's appointment, 8x8's board of directors now has seven members. The members of the 8x8 Board of Directors on the Company's website at <https://www.8x8.com/about-us/management>.

About 8x8 Inc.

8x8, Inc. (NASDAQ: EGHT) is transforming the future of business communications as a leading Software as a Service provider of 8x8 XCaaS™ (Experience Communications as a Service™), an integrated contact center, voice communications, video, chat, and API solution built on one global cloud communications platform. 8x8 uniquely eliminates the silos between Unified Communications as a Service (UCaaS) and Contact Center as a Service (CCaaS) to power the communications requirements of all employees globally as they work together to deliver differentiated customer experiences. For additional information, visit www.8x8.com, or follow 8x8 on LinkedIn, X, and Facebook.

8x8®, 8x8 XCaaS™, Experience Communications as a Service™ are trademarks of 8x8, Inc.

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