

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

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number 3235-0287
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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(f) of the Investment Company Act of 1940

| | | | | | | |
|------------------------------------------|------------|----------|-------------------------------------------------------------------------------|--|-------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| McNiffe | Chris | J. | 8x8, Inc. -- EGHT | | Director 10% Owner | |
| (Last) | (First) | (Middle) | | | --- title --- below | |
| 2445 Mission College Blvd. | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | X Officer (give title below) | |
| (Street) | | | | | --- Reporting Person | |
| Santa Clara | California | 95054 | 4. Statement for Month/Year May 1999 | | Vice President Sales and Marketing | |
| (City) | (State) | (Zip) | 5. If Amendment, Date of Original (Month/Year) | | ----- | |
| | | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | |
| | | | | | X Form filed by One Reporting Person | |
| | | | | | Form filed by More than One Reporting Person | |

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|---------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| Common Stock | 5/21/99 | S | 4,076 D | \$5.3750 176,400(1)(2) | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over)
*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

- (1) Includes 4,169 shares which may be subject to a right of repurchase in favor of 8x8, Inc. The right of repurchase lapses on a monthly basis through July 10, 1999 as long as Mr. McNiffe remains an employee or consultant of the Company.
- (2) Includes 15,547 shares which may be subject to a right of repurchase in favor of 8x8, Inc. The right of repurchase lapses on a monthly basis through June 24, 2000 as long as Mr. McNiffe remains an employee or consultant of the Company.

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

| 1. Title of Derivative Security (Instr. 4) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (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) | | 8. Price of Derivative Security (Instr. 5) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-----------------------------------|---|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------|------------------------------------------------------------------|-----------------|-----------------------------------------------|
| | | | Code | V | | (A) | (D) | Date Exercisable | Expiration Date | |
| Employee Stock Option (right to buy) | \$4.50 | 4/9/99 | A | V | 15,000 | (3) | 4/9/2009 | Common Stock | 15,000 | |

| 1. Title of Derivative Security (Instr. 4) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------------------------|
| | 70,000 | D | |

Explanation of Responses:

(3) 1/4th of the shares vest six months after April 9, 1999, and 1/18th of the remaining shares vest on the last day of each full month thereafter.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Chris J. McNiffe
 **Signature of Reporting Person date
 June 4, 1999

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

Date
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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.