

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 000-21783

8X8, INC.

(Exact name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

77-0142404

(I.R.S. Employer Identification Number)

2445 Mission College Blvd.

Santa Clara, CA

(Address of Principal Executive Offices)

(408) 727-1885

(Registrant's Telephone Number, including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

The number of shares of the Registrant's Common Stock outstanding as of October 23, 2002 was 28,451,696.

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FORM 10-Q
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Part I -- FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

8X8, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, unaudited)

	September 30, 2002	March 31, 2002
	-----	-----
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 8,405	\$ 12,422
Short-term investments.....	77	--
Accounts receivable, net	1,457	1,239
Inventory	116	733
Other current assets	819	612

Total current assets	10,874	15,006
Property and equipment, net	1,841	2,740
Intangibles and other assets	1,898	1,907
	-----	-----
	\$ 14,613	\$ 19,653
	=====	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:

Accounts payable	\$ 361	\$ 548
Accrued compensation	809	921
Accrued warranty	476	478
Deferred revenue	1,765	2,421
Other accrued liabilities	786	958
Income taxes payable	259	280
	-----	-----

Total current liabilities	4,456	5,606
	-----	-----

Commitments and contingencies (Notes 5 and 9)

Contingently redeemable common stock.....	702	813
---	-----	-----

Stockholders' equity:

Common stock	28	27
Additional paid-in capital	150,811	150,612
Deferred compensation	(24)	(30)
Accumulated other comprehensive loss	--	(99)
Accumulated deficit	(141,360)	(137,276)
	-----	-----

Total stockholders' equity	9,455	13,234
	-----	-----

	\$ 14,613	\$ 19,653
	=====	=====

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

8X8, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

(Unaudited)

	Three Months Ended September 30,		Six Months Ended September 30,	
	2002	2001	2002	2001
	-----	-----	-----	-----
Product revenues	\$ 1,301	\$ 1,440	\$ 2,675	\$ 3,035
License and other revenues	1,141	2,486	3,035	4,491
	-----	-----	-----	-----
Total revenues	2,442	3,926	5,710	7,526
	-----	-----	-----	-----
Cost of product revenues	702	410	1,307	1,361
Cost of license and other revenues	280	24	536	111
	-----	-----	-----	-----
Total cost of revenues	982	434	1,843	1,472
	-----	-----	-----	-----
Gross profit	1,460	3,492	3,867	6,054

Operating expenses:				
Research and development	2,078	2,697	4,470	6,565
Selling, general and administrative	1,852	2,367	4,035	5,329
Amortization of intangibles	--	191	--	382
Total operating expenses	3,930	5,255	8,505	12,276
Loss from operations	(2,470)	(1,763)	(4,638)	(6,222)
Other income, net	511	112	554	456
Interest expense	--	(332)	--	(664)
Net loss	\$ (1,959)	\$ (1,983)	\$ (4,084)	\$ (6,430)
Net loss per basic and diluted share.....	\$ (0.07)	\$ (0.07)	\$ (0.14)	\$ (0.24)
Basic and diluted shares outstanding.....	28,387	26,958	28,316	26,864

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

8X8, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands, unaudited)

	Six Months Ended September 30,	
	2002	2001
Cash flows from operating activities:		
Net loss	\$ (4,084)	\$ (6,430)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	959	2,165
Other	98	85
Changes in assets and liabilities.....	(949)	(1,056)
Net cash used in operating activities	(3,976)	(5,236)
Cash flows from investing activities:		
Purchases of property and equipment	(84)	(123)
Proceeds from sale of equipment	31	55
Short term investments -- trading activity, net.....	(77)	--
Net cash used in investing activities	(130)	(68)
Cash flows from financing activities:		
Proceeds from issuance of common stock	89	204
Net cash provided by financing activities	89	204
Net decrease in cash and cash equivalents	(4,017)	(5,100)
Cash and cash equivalents at the beginning of the period	12,422	24,126

Cash and cash equivalents at the end of the period	\$	8,405	\$	19,026
		=====		=====
Supplemental non-cash disclosure:				
Common stock issued to satisfy interest obligations	\$	--	\$	97
		=====		=====

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

8X8, INC.

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**

1. DESCRIPTION OF THE BUSINESS

8x8, Inc., or 8x8, and its subsidiaries (collectively, the Company) develop and market communication technology for Internet Protocol, or IP, telephony and video applications. The Company has three primary product lines: voice and video semiconductors and related software; hosted Internet Private Branch Exchange, or iPBX, solutions; and telecommunication services software and consumer products.

During the fiscal year ended March 31, 2001, 8x8 formed two subsidiaries, Netergy Microelectronics, Inc. (Netergy) and Centile, Inc. (Centile) and reorganized its operations more clearly along its three product lines.

- Netergy provides voice and video semiconductors and related communication software to original equipment manufacturers (OEMs) of telephones, terminal adapters, and other edge devices and to other semiconductor companies. Netergy's technologies are used to make IP telephones and to voice-enable cable and digital subscriber line modems, wireless devices, and other broadband technologies.
- Centile develops and markets hosted iPBX solutions that allow service providers to offer to small and medium-sized businesses over broadband networks the features and functions that a user commonly expects to find in a typical business phone system. The phone system software runs on servers that are located at a central data center so that the only phone system equipment that is required at the customer site are telephones. The phone system can also be accessed and controlled from any web browser on the Internet.
- 8x8 has a third product line that includes consumer videophones, telephones and communication software that are being designed to offer voice and video communication services that work over broadband data connections and the Internet.

In August 2000, the Company changed its name from 8x8, Inc. to Netergy Networks, Inc. The Company changed its name back to 8x8, Inc. in July 2001.

The possibility that the Company will not be able to meet its obligations as and when they become due over the next twelve months raises substantial doubt about the Company's ability to continue as a going concern. Accordingly, the Company has been pursuing, and will continue to pursue, the implementation of certain cost reduction strategies. Additionally, the Company plans to seek additional financing and evaluate financing alternatives during the next twelve months in order to meet its cash requirements for the remainder of fiscal 2004.

2. BASIS OF PRESENTATION

The accompanying interim condensed consolidated financial statements are unaudited and have been prepared on substantially the same basis as our annual financial statements for the fiscal year ended March 31, 2002. In the opinion of management, these financial statements reflect all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation of our financial position, results of operations and cash flows for the periods presented. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from these estimates.

These financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended March 31, 2002 and notes thereto included in the Company's fiscal 2002 Annual Report on Form 10-K. Certain prior period balances have been reclassified to conform to the current period presentation.

The results of operations and cash flows for the interim periods included in these financial statements are not necessarily indicative of the results to be expected for any future period or the entire fiscal year.

3. SHORT-TERM INVESTMENTS

The Company's short-term investments primarily comprise publicly traded corporate equity securities. All short-term investments are held in the Company's name and are custodied with major financial institutions. The specific identification method is used to compute the gains and losses on equity securities. At September 30, 2002, all of the Company's short-term investments were classified as trading securities. Unrealized gains and losses on these investments are included in other income, net, in the condensed consolidated statements of operations.

Given the currently low yields on governmental and corporate debt securities and money market funds, the Board of Directors (the Board) believes that the Company may benefit from investing in other classes of securities that may generate higher returns. Toward this end, in March 2002 the Board authorized the Company to open securities trading accounts and make investments of up to \$1.0 million, as directed by the Company's Chairman, Joe Parkinson, the Chief Executive Officer, or the Chief Financial Officer. Mr. Parkinson has agreed to personally reimburse 8x8 on a quarterly basis for any losses resulting from his trading activities in order to maintain a minimum investment account balance of \$1.0 million. The Board has been assured of Mr. Parkinson's ability to cover any such losses; however, should he be unable to do so, it could have a material impact on the Company's cash flows and results of operations. As part of the arrangement, the Board has expressed its intent, but not obligation, to pay Mr. Parkinson a quarterly bonus in an amount equal to 25% of the profits attributable to investments made on our behalf by Mr. Parkinson to the extent such a bonus exceeds his salary for the corresponding period. The Company or Mr. Parkinson can terminate this arrangement at any time. Under this arrangement, the Company received \$20,000 from Mr. Parkinson during the quarter ended September 30, 2002; \$6,000 was recorded as other income in the condensed consolidated statements of operations to offset losses incurred and \$14,000 was payable to Mr. Parkinson at September 30, 2002. As of September 30, 2002, \$77,000 of the \$1.0 million allocated for such investment activities was invested in marketable equity securities. The remaining \$923,000 was invested in money market funds.

4. BALANCE SHEET DETAIL

	September 30, 2002		March 31, 2002
	-----		-----
Inventory (in thousands):			
Raw materials and work-in-process .. \$	47	\$	528
Finished goods	69		205
	-----		-----
	\$ 116	\$	733
	=====		=====

5. CONVERTIBLE SUBORDINATED DEBENTURES

Issuance of the Debentures

In December 1999, the Company issued \$7.5 million of 4% Series A and Series B convertible subordinated debentures (the Debentures) due in December 2002. In conjunction with the issuance of the Debentures, the lenders received warrants to purchase 531,915 8x8 common shares at \$7.05 per share and 105,634 shares at \$35.50 per share (the Lender Warrants). The Company also issued warrants to the placement agent to purchase 53,191 8x8 common shares at \$7.05 per share and 10,563 shares at \$35.50 per share. The exercise price of the warrants and the number of shares issuable upon exercise of the warrants are subject to potential adjustment, in certain circumstances, including in the event that the Company issues equity securities, convertible debt or other equity instruments for consideration per share that is less than the five day average closing bid price of the Company's common stock preceding such issuance or in the event of the liquidation of the Company. All of the warrants expire in December 2002.

Using the Black-Scholes pricing model, the Company determined that the debt discount associated with the fair value of the warrants issued to the lenders approximated \$2.2 million. The costs of issuing the Debentures totaled \$864,000, including a non-cash charge for the value of warrants issued to the placement agent. The debt discount and debt issuance costs were amortized to interest expense on a straight-line basis over the term of the Debentures.

Redemption of the Debentures and the Issuance of Contingently Redeemable Common Stock

In December 2001, the Company redeemed the Debentures for \$4.5 million in cash and 1,000,000 shares of common stock. Additionally, the Company agreed to reduce the exercise price of the Lender Warrants to \$0.898 per share. This transaction resulted in an extraordinary gain of \$779,000, net of the incremental fair value of the repriced warrants, the write-off of unamortized debt discount and debt issue costs, and other costs associated with the early extinguishment of the Debentures.

Under the terms of a registration rights agreement that the Company and the lenders entered into in connection with the issuance of the 1,000,000 shares of common stock, the Company agreed to register the shares for resale and maintain the effectiveness of the registration statement for specified periods of time until the shares are resold or can be resold without the registration statement (the Maintenance Requirements). The Company further agreed that if it does not comply with the Maintenance Requirements in the future, it may be required to pay cash penalties and redeem all or a portion of the shares held by the lenders at the higher of \$0.898 per share

or the market price of the Company's stock at the time of the redemption. The shares held by the lenders at September 30, 2002 were recorded at their potential redemption value at September 30, 2002 of \$702,000 and classified as contingently redeemable common stock due to the redemption rights described above. The Company will not mark the contingently redeemable common stock to the higher of \$0.898 per share or market unless it becomes probable that the Company will not be able to comply with the Maintenance Requirements.

6. NET LOSS PER SHARE

Basic net loss per share is computed by dividing net loss available to common stockholders (numerator) by the weighted average number of vested, unrestricted common shares outstanding during the period (denominator). Due to net losses incurred for the periods presented, weighted average basic and diluted shares outstanding for the respective periods are the same. The following equity instruments were not included in the computations of net loss per share because the effect on the calculations would be anti-dilutive (in thousands):

	Three Months Ended September 30,	
	2002	2001
Common stock options	9,789	7,118
Warrants.....	701	701
Convertible subordinated debentures	--	638
Unvested restricted common stock	--	1
	10,490	8,458
	=====	=====

7. COMPREHENSIVE LOSS

Comprehensive loss, as defined, includes all changes in equity (net assets) during a period from non-owner sources. The difference between net loss and comprehensive loss is due primarily to unrealized gains and losses on short-term investments classified as available-for-sale and foreign currency translation adjustments. Comprehensive losses for the three and six month periods ended September 30, 2002 and 2001 were as follows (in thousands):

	Three Months Ended September 30,		Six Months Ended September 30,	
	2002	2001	2002	2001
Net loss, as reported.....	\$ (1,959)	\$ (1,983)	\$ (4,084)	\$ (6,430)
Reclassification of gain included in net loss.....	--	(185)	--	(115)
Cumulative translation adjustment.....	--	(56)	7	42
Comprehensive loss.....	\$ (1,959)	\$ (2,224)	\$ (4,077)	\$ (6,503)
	=====	=====	=====	=====

8. SEGMENT REPORTING

The Company has three reportable segments: Netergy, Centile, and Corporate and Other. Inter-segment revenues between the reportable segments were not significant during the periods presented. Shared support service functions such as human resources, facilities management, and other infrastructure support and overhead costs are allocated between the segments. Accounting policies are applied consistently to the segments, where applicable. The Company's reportable segments have been determined based on the nature of the operations and products offered to customers:

- The Netergy segment primarily reflects the activity associated with the sale and development of semiconductors, related software, and product reference designs focused on the IP telephony and videoconferencing markets. In addition, the Netergy segment includes revenue derived from the license of video monitoring technology to GE Interlogix, Inc. (formerly Interlogix, Inc.).
- The Centile segment reflects activity associated with the development and sale of its hosted iPBX solution, as well as media hub systems.
- The Corporate and Other segment represent the business activities of the parent entity, 8x8, Inc. The results for the Corporate and Other segment principally reflect activities related to the development and trial deployment of the Packet8 telephony

service, sale of videophones, unallocated corporate overhead expenses, and revenues and certain costs associated with discontinued product lines.

The following table illustrates results by segment (in thousands):

	Three Months Ended September 30,		Six Months Ended September 30,	
	2002	2001	2002	2001
Revenues				
Netergy.....	\$ 2,044	\$ 3,203	\$ 5,098	\$ 6,732
Centile	325	85	476	106
Corporate and Other	73	638	136	688
Total revenues	\$ 2,442	\$ 3,926	\$ 5,710	\$ 7,526
Gross profit				
Netergy.....	\$ 1,140	\$ 2,770	\$ 3,424	\$ 5,291
Centile	285	85	369	106
Corporate and Other	35	637	74	657
Total gross profit	\$ 1,460	\$ 3,492	\$ 3,867	\$ 6,054
Operating loss				
Netergy.....	\$ (1,127)	\$ (33)	\$ (1,662)	\$ (1,027)
Centile	(508)	(1,435)	(1,276)	(3,802)
Corporate and Other	(835)	(295)	(1,700)	(1,393)
Total operating loss	\$ (2,470)	\$ (1,763)	\$ (4,638)	\$ (6,222)
Net income/(loss)				
Netergy.....	\$ (1,119)	\$ 47	\$ (1,569)	\$ (865)
Centile	(513)	(1,477)	(1,346)	(3,711)
Corporate and Other	(327)	(553)	(1,169)	(1,854)
Total net loss	\$ (1,959)	\$ (1,983)	\$ (4,084)	\$ (6,430)

There were no significant reconciling items between the segments for the revenue, gross profit, operating loss, and net loss amounts.

9. LEGAL PROCEEDINGS

The Company is involved in various legal claims and litigation that have arisen in the normal course of its operations. While the results of such claims and litigation cannot be predicted with certainty, the Company currently believes that the final outcome of such matters will not have a materially significant adverse effect on the Company's financial position or results of operations. However, should the Company not prevail in any such litigation, it could have a materially adverse impact on the Company's operating results, cash flows and financial position.

10. RECENT ACCOUNTING PRONOUNCEMENTS

On October 3, 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." SFAS No. 144 supercedes SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of." SFAS No. 144 applies to all long-lived assets (including discontinued operations) and consequently amends Accounting Principles Board Opinion No. 30. SFAS No. 144 develops one accounting model for long-lived assets that are to be disposed of by sale and requires that long-lived assets that are to be disposed of by sale be measured at the lower of book value or fair value less cost to sell. Additionally, SFAS No. 144 expands the scope of discontinued operations to include all components of an entity with operations that (i) can be distinguished from the rest of the entity, and (ii) will be eliminated from the ongoing operations of the entity in a disposal transaction. The Company adopted SFAS No. 144 in the first quarter of fiscal 2003 and its adoption did not have a material impact on the Company's results of operations.

In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities," which addresses accounting for restructuring and similar costs. SFAS No. 146 supercedes previous accounting guidance, principally Emerging Issues Task Force Issue (EITF) No. 94-3. SFAS No. 146 requires that a liability for costs associated with an exit or disposal activity be

recognized when the liability is incurred. Under EITF No. 94-3, a liability for an exit cost was recognized at the date of the entity's commitment to an exit plan. SFAS No. 146 also requires that the liability be initially measured and recorded at fair value. SFAS No. 146 will be effective for exit or disposal activities that are initiated after December 31, 2002. We do not expect that the adoption of SFAS No. 146 will have a material impact on our results of operations.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

This Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, including our statements regarding anticipated cost savings arising from the workforce reduction implemented in July 2002; our belief that we remain eligible to be quoted on the Nasdaq SmallCap Market until April 7, 2003; our expectation of receipt of last time buy orders related to the end of life of our videoconferencing products and the timing and ability to fulfill such last time buy orders; our cost estimates under contracts accounted for using the percentage of completion method; factors that could impact our gross margins; the sufficiency of cash and cash equivalents and short-term investments to fund our ongoing obligations through at least June 30, 2003, efforts to raise additional financing, the acquisition of or investment in other businesses and products, commitment of resources, and reduction in operating costs including the possible sale or cessation of certain business segments and the possible further reduction of personnel and suspension of salary increases and capital expenditures. You should not place undue reliance on these forward-looking statements. Actual results could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including our good faith assumptions being incorrect, our business expenses being greater than anticipated due to competitive factors or unanticipated development or sales costs; revenues not resulting in the manner anticipated due to a continued slow down in technology spending, particularly in the telecommunications market; our failure to generate investor interest or to sell certain of our assets or business segments. The forward-looking statements may also be impacted by the additional risks faced by us as described in this Report, including those set forth under the section entitled "Factors that May Affect Future Results." All forward-looking statements included in this Report are based on information available to us on the date hereof, and we assume no obligation to update any such forward-looking statements.

OVERVIEW

8x8, Inc., or 8x8, and its subsidiaries (collectively, the Company) develop and market telecommunication technology for Internet Protocol, or IP, telephony and video applications. The Company has three product lines: voice and video semiconductors and related software; software that implements the functionality of a private branch exchange, or PBX, over data networks; and telephones, videophones, and communication services that are being designed to operate over broadband data connections and the Internet.

The Company has two primary subsidiaries, Netergy Microelectronics, Inc. (Netergy) and Centile, Inc. (Centile). Netergy provides voice and video semiconductors and related communication software to original equipment manufacturers, or OEMs, of telephones, terminal adapters, and other endpoint communication devices and to other semiconductor companies. Centile develops and markets hosted iPBX solutions that allow service providers to offer to small and medium-sized businesses over broadband networks the features and functions that are commonly found in a typical business phone system. 8x8, at the parent company level, is developing its third product line that includes consumer telephones, videophones, and communication software and services that are being designed to operate over broadband data networks.

During the first quarter of fiscal 2003, we were notified by Nasdaq that the bid price for our common stock must close at \$1.00 per share or more for a minimum of ten consecutive trading days during the ninety calendar day period ending July 9, 2002 or we might be delisted. As we were not in compliance under the Nasdaq National Market minimum bid price listing standard by July 9, 2002, we subsequently applied for and received authorization to transfer to the Nasdaq SmallCap Market. We began trading on the Nasdaq SmallCap Market on July 26, 2002. As a result of our transfer to the Nasdaq SmallCap Market, our delisting determination was extended an additional ninety days until October 7, 2002. Although our common stock did not achieve a closing bid price of \$1.00 for at least ten consecutive trading days before October 7, 2002, we believe that we have met the initial listing criteria for the Nasdaq SmallCap Market as of October 7, 2002. As a result, we expect to remain eligible to be quoted on the Nasdaq SmallCap Market for an additional 180-calendar day grace period, expiring on April 7, 2003, subject to our compliance with the continued listing requirements during the extended grace period.

In July 2002, we notified our customers that we were initiating an end of life program for our existing videoconferencing semiconductor products, including LVP, VCP and VCPex, due to declining demand and our inability to ensure the supply of videoconferencing semiconductor wafers from Taiwan Semiconductor Manufacturing Corporation, our sole supplier of wafers for these products. We anticipate receiving last time buy orders from customers for the aforementioned products through October 31, 2002, with product shipments anticipated through May 31, 2003. Revenues derived from sales of our videoconferencing semiconductors were \$1.1 million during the six months ended September 30, 2002 and were \$4.1 million during the fiscal year ended March 31, 2002.

In July 2002, we reduced our workforce to further align our cost structure with changing market conditions. The reduction totaled 13 employees, representing approximately 13% of our total workforce. We paid approximately \$98,000 in severance, which has been included in sales, general and administrative and research and development costs, and anticipate that the reduction will result in cost savings of approximately \$1,000,000 over the next twelve months.

RESULTS OF OPERATIONS

The following table sets forth condensed consolidated statements of operations data for the three and six month periods ended September 30, 2002 and 2001, respectively, expressed as a percentage of our total revenues represented by each item. Cost of product revenues is presented as a percentage of product revenues and cost of license and other revenues is presented as a percentage of license and other revenues.

	Three Months Ended September 30,		Six Months Ended September 30,	
	2002	2001	2002	2001
Product revenues	53%	37%	47%	40%
License and other revenues	47%	63%	53%	60%
Total revenues	100%	100%	100%	100%
Cost of product revenues	54%	28%	49%	45%
Cost of license and other revenues	25%	1%	18%	2%
Total cost of revenues	40%	11%	32%	20%
Gross profit	60%	89%	68%	80%
Operating expenses:				
Research and development	85%	69%	78%	87%
Selling, general and administrative ..	76%	60%	71%	71%
Amortization of intangibles	--	5%	--	5%
Total operating expenses	161%	134%	149%	163%
Loss from operations	-101%	-45%	-81%	-83%
Other income, net	21%	3%	10%	6%
Interest expense	--	-8%	--	-9%
Net loss	-80%	-50%	-71%	-86%

The following discussion should be read in conjunction with our condensed consolidated financial statements and the notes thereto:

Revenues

Product revenues were \$1.3 million in the second quarter of fiscal 2003, a decrease of \$100,000 from the \$1.4 million reported in the second quarter of fiscal 2002. Product revenues were \$2.7 million for the six month period ended September 30, 2002, a decrease of approximately \$300,000 from the \$3.0 million reported in the prior year period. The decreases in the three and six month periods ended September 30, 2002 as compared to the corresponding periods in the prior year were due primarily to a decrease in unit shipments of videoconferencing semiconductor products, offset partially by increased sales of our IP telephony semiconductors and increases in average selling prices (ASPs) of our videoconferencing semiconductor products. As a result, for the three months ended September 30, 2002 as compared to the same period in the prior year, we realized an overall decrease in videoconferencing semiconductor revenue of \$759,000, partially offset by a \$523,000 increase in sales of our IP telephony semiconductor products. For the six months ended September 30, 2002 as compared to the same period in the prior year, we realized an overall decrease in videoconferencing semiconductor revenue of \$1.4 million, partially offset by a \$840,000 increase in sales of our IP telephony semiconductor products.

Due to reduced demand and difficulties in ensuring supply, in July 2002, we announced the end of life of our existing videoconferencing semiconductor products, including VCP, VCPex, and LVP, that have historically generated substantially all of our videoconferencing semiconductor product revenues. We anticipate receiving last time buy orders from customers for the aforementioned products through October 31, 2002, with product shipments anticipated through May 31, 2003. Total videoconferencing semiconductor product revenues approximated \$404,000 and \$1.1 million for the quarter and six month period ended September 30, 2002, respectively. As a result of the end of life of our existing videoconferencing semiconductor products, we will become more dependent on the growth of revenues from sales of our IP telephony semiconductor products.

License and other revenues were \$1.1 million in the second quarter of fiscal 2003, as compared to the \$2.5 million reported in the second quarter of fiscal 2002. License and other revenues, the majority of which are considered to be non-recurring in nature, consist primarily of technology licenses and related maintenance revenues, as well as royalties earned under such licenses, and revenue derived under contracts to perform nonrecurring development services. The decrease of approximately \$1.4 million was due to the following factors:

- A decrease of approximately \$637,000 in non-recurring license and maintenance revenues associated with our license of SCE technology to Lucent;

- A decrease of approximately \$535,000 in non-recurring license and maintenance revenues from Netergy's IP telephony technology; and
- A decrease of approximately \$500,000 in non-recurring license revenues related to Netergy's videoconferencing technology.

These decreases were partially offset by:

- A \$180,000 increase in license and maintenance revenues associated with Centile's hosted iPBX product; and
- Approximately \$285,000 of revenues recognized by Netergy under a contract to develop our next-generation video compression semiconductor product that is accounted for using the percentage of completion method. Profit estimates on this contract are revised periodically based on changes in facts; any loss would be recognized immediately. We have not recognized any loss to date, but changes in our cost estimates could require us to recognize a loss in a future period as the revenues under this contract are fixed.

License and other revenues were \$3.0 million for the six month period ended September 30, 2002, a decrease of approximately \$1.5 million, primarily due to the reasons set forth above, compared to the \$4.5 million reported in the prior year period.

Four customers represented more than 10% of our total revenues for the quarter ended September 30, 2002. These customers represented 18%, 13%, 12% and 12% of our total revenues, respectively. During the same period in the prior year we also had four customers represent greater than 10% of our total revenues. Those percentages were 17%, 16%, 11%, and 10%, respectively. Three customers represented 15%, 13%, and 11% of our total revenues, respectively, for the six month period ended September 30, 2002. Two customers represented 16% and 12% of our total revenues, respectively, for the six month period ended September 30, 2001.

Our revenue distribution by geographic region (based upon the destination of shipments) was as follows:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2002	2001	2002	2001
North America.....	32%	40%	41%	38%
Europe.....	30%	21%	33%	21%
Asia Pacific.....	38%	39%	26%	41%
	100%	100%	100%	100%
	=====	=====	=====	=====

Cost of Revenues and Gross Profit

The cost of product revenues consists of costs associated with components, semiconductor wafer fabrication, system and semiconductor assembly and testing performed by third-party vendors and direct and indirect costs associated with purchasing, scheduling and quality assurance. Gross profit from product revenues decreased to approximately \$600,000 for the second quarter of fiscal 2003 from \$1.0 million for the quarter ended September 30, 2001 and product gross margins decreased from 72% to 46%. The decrease in product gross margin and gross profit is due in large part to the fact that our IP telephony semiconductors generally have lower gross margins than those historically derived from sales of our videoconferencing semiconductors. Sales of low margin video phones also put negative pressure on product gross profit in the most recent quarter. Gross profit from product revenues decreased to approximately \$1.4 million for the six month period ended September 30, 2002 from \$1.6 million during the corresponding period of the prior year due to a decrease in product revenues and units shipped.

Our product gross margin is affected by a number of factors including product mix, product pricing, the percentage of direct sales and sales to resellers, and manufacturing and component costs. The markets for our products are characterized by falling average selling prices. Average selling prices realized to date for our IP telephony semiconductors have been lower than those historically attained for our videoconferencing semiconductor products, resulting in lower gross margins. In the likely event that we encounter significant price competition in the markets for our products, we could be at a significant disadvantage compared to our competitors, many of whom have substantially greater resources, and therefore may be better able to withstand an extended period of downward pricing pressure. To respond to competitive pricing pressures, we will be required to introduce differentiated products and continue to reduce costs as a means of maintaining or improving our margins. We may not be successful in our development efforts or product cost reduction measures and may face continued erosion of margins.

Gross profit from license and other revenues, which were largely nonrecurring, was \$860,000 and \$2.5 million in the second quarters of fiscal 2003 and 2002, respectively. Associated gross margins were 75% and 99% in the second quarters of fiscal 2003 and fiscal 2002, respectively. The decrease in gross margin from fiscal 2002 to fiscal 2003 was due primarily to costs incurred to perform development services under revenue generating contracts in the second quarter of fiscal 2003 that were included in the cost of license and other revenues. Gross margins associated with license and other revenues may be adversely impacted in the future if revenues derived from our existing contract to perform nonrecurring engineering services associated with the development of our next-generation video compression semiconductor product increases as a percentage of total license and other revenues or if a change in our cost estimates requires us to recognize a loss on this contract, as the revenues under this contract are fixed. Gross margin decreased

from 98% during the six months ended September 30, 2001 to 82% in the corresponding period in the current fiscal year primarily due to the same reasons provided above.

Research and Development Expenses

Research and development expenses consist primarily of personnel, system prototype design and fabrication, mask, prototype wafer and equipment costs necessary for us to conduct our development efforts. Research and development costs, including software development costs, are expensed as incurred. Research and development expenses decreased by \$619,000 in the second quarter of fiscal 2003 as compared to the second quarter of fiscal 2002, and decreased by approximately \$2.1 million in the first six months of fiscal 2003 as compared to the first six months of fiscal 2002. The significant decreases in research and development expenses for the three and six month periods ended September 30, 2002 as compared to the comparable periods in the prior year are due to the following:

- The shift in engineering resources from research and development functions to revenue generating contracts; these costs approximated \$248,000 and \$480,000 for the quarter and six month periods ended September 30, 2002, respectively, and were included in cost of license and other revenue;
- Lower compensation costs due to a reduction in research and development personnel as compared to the comparable prior year periods;
- Lower depreciation expense due to the retirement of assets;
- Lower repair and maintenance costs due to the expiration of certain annual maintenance contracts for third party software that were not renewed; and
- Our overall efforts to reduce discretionary operating costs.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist primarily of personnel and related overhead costs for sales, marketing, finance, human resources and general management. Such costs also include sales commissions, trade show, advertising and other marketing and promotional expenses. Selling, general and administrative expenses decreased by \$515,000 in the second quarter of fiscal 2003 as compared to the same period in the prior year and decreased by approximately \$1.3 million in the first six months of fiscal 2003 as compared to the first six months of fiscal 2002. The decreases in selling, general and administrative expenses during the three and six month periods ended September 30, 2002 as compared to the comparable periods in the prior year are primarily attributable to:

- Lower compensation costs in the quarter ended September 30, 2002 due to a reduction in sales and administrative personnel as compared to the prior year period; and
- Lower legal, financial reporting, travel, corporate marketing, public relations and trade show expenditures resulting from our efforts to reduce discretionary operating costs.

Amortization of Intangibles

In conjunction with the acquisition of Odisei S.A. in May 1999, we recorded intangible assets related to goodwill and workforce that were being amortized on a straight-line basis over five and three years, respectively. Amortization charged to operations during the three and six month periods ended September 30, 2001 was \$191,000 and \$382,000, respectively. The decrease in amortization as compared to the prior year period was due to the cessation of amortization of intangibles as a result of the adoption of SFAS No. 142 at the beginning of fiscal 2003.

Other Income, Net

In the second quarters of fiscal 2003 and 2002, other income, net, was \$511,000 and \$112,000, respectively. The significant increase was due primarily to the receipt of approximately \$560,000 in Canadian research and development and other tax credits generated by our former Canadian operations. No further refundable tax credits are expected from Canada. The tax credit gain was offset by the write off of approximately \$92,000, which represented the balance of the cumulative translation adjustment generated from the translation of the financial statements of our Canadian subsidiary, which has been substantially liquidated.

During the six months ended September 30, 2002 and 2001, other income, net, was \$554,000 and \$456,000, respectively. Apart from the tax credit receipt in the second quarter of fiscal 2003 described above, other income, net, consists primarily of interest income earned on our cash and cash equivalents and foreign exchange gains and losses. Interest income has continued to decrease due to significantly lower average cash and cash equivalent balances combined with lower interest rates. See "Item 3. Quantitative And Qualitative Disclosures About Market Risk" elsewhere in the Report for further discussion of our exposure to currency risk.

Interest Expense

Interest expense for the three and six month periods ended September 30, 2001 consisted mainly of charges associated with the 4% convertible subordinated debentures (the Debentures), as well as the amortization of the related debt discount and debt issuance costs. We redeemed the Debentures in December 2001.

Provision for Income Taxes

There were no tax provisions recorded during the three and six month periods ended September 30, 2002 and 2001, due to net losses incurred.

Related Party Transactions

In June 2002, STMicroelectronics NV and subsidiaries (STM), an affiliate of the Company, acquired Alcatel Microelectronics NV (AME). AME, now a wholly owned subsidiary of STM, was a customer of Netergy and supplier of semiconductors. The Company will now purchase semiconductors from STM. Transactions between the Company and STM were not material during the three and six months ended September 30, 2002.

Given the currently low yields on governmental and corporate debt securities and money market funds, our Board of Directors (the Board) believes that we may benefit from investing in other classes of securities that may generate higher returns. Toward this end, in March 2002 the Board authorized us to open securities trading accounts and make investments of up to \$1.0 million on behalf of 8x8, Inc. as directed by the Company's Chairman, Joe Parkinson, the Chief Executive Officer or the Chief Financial Officer. Mr. Parkinson has agreed to personally reimburse 8x8 on a quarterly basis for any losses resulting from his trading activities in order to maintain a minimum investment account balance of \$1.0 million. The Board has been assured of Mr. Parkinson's ability to cover any such losses; however, should he be unable to do so, it could have a material impact on our cash flows and results of operations. As part of the arrangement, our Board has expressed its intent, but not obligation, to pay Mr. Parkinson a quarterly bonus in an amount equal to 25% of the profits attributable to investments made on our behalf by Mr. Parkinson to the extent such a bonus exceeds his salary for the corresponding period. The Company or Mr. Parkinson can terminate this arrangement at any time. Under this arrangement, the Company received \$20,000 from Mr. Parkinson during the quarter ended September 30, 2002; \$6,000 was recorded as other income in the Condensed Consolidated Statements of Operations to offset losses and \$14,000 was recorded as payable to Mr. Parkinson. For the six month period ended September 30, 2002 the Company has recorded a total of \$137,000 received from Mr. Parkinson to offset losses. As of September 30, 2002, \$77,000 of the \$1.0 million allocated for such investment activities was invested in marketable equity securities. The remaining \$923,000 was invested in money market funds.

Recent Accounting Pronouncements

On October 3, 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." SFAS No. 144 supercedes SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of." SFAS No. 144 applies to all long-lived assets (including discontinued operations) and consequently amends Accounting Principles Board Opinion No. 30. SFAS No. 144 develops one accounting model for long-lived assets that are to be disposed of by sale and requires that long-lived assets that are to be disposed of by sale be measured at the lower of book value or fair value less cost to sell. Additionally, SFAS No. 144 expands the scope of discontinued operations to include all components of an entity with operations that (i) can be distinguished from the rest of the entity, and (ii) will be eliminated from the ongoing operations of the entity in a disposal transaction. We adopted SFAS No. 144 in the first quarter of fiscal 2003 and its adoption did not have a material impact on our results of operations.

In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities," which addresses accounting for restructuring and similar costs. SFAS No. 146 supercedes previous accounting guidance, principally Emerging Issues Task Force Issue (EITF) No. 94-3. SFAS No. 146 requires that a liability for costs associated with an exit or disposal activity be recognized when the liability is incurred. Under EITF No. 94-3, a liability for an exit cost was recognized at the date of the entity's commitment to an exit plan. SFAS No. 146 also requires that the liability be initially measured and recorded at fair value. SFAS No. 146 will be effective for exit or disposal activities that are initiated after December 31, 2002. We do not expect that the adoption of SFAS No. 146 will have a material impact on our results of operations.

Liquidity and Capital Resources

As of September 30, 2002, we had cash and cash equivalents and short-term investments approximating \$8.5 million, representing a decrease of approximately \$2.2 million from June 30, 2002. We currently have no bank borrowing arrangements.

Cash used in operations of approximately \$4.0 million in the first six months of fiscal 2003 is primarily attributable to the net loss of \$4.1 million, an increase in accounts receivable and other current assets of \$218,000 and \$207,000, respectively, a \$172,000 decrease in other accrued liabilities, a \$656,000 decrease in deferred revenue, and a \$299,000 decrease in accounts payable and accrued compensation. Cash used in operations was partially offset by a \$617,000 decrease in inventory and \$1.1 million in non-cash items, including depreciation and amortization. Cash used in operations of approximately \$5.2 million in the first six months of fiscal 2002 was primarily attributable to the net loss of \$6.4 million and decreases in accounts payable of \$594,000 and accrued compensation of \$490,000 and deferred revenue of \$2 million. Cash used in operations was partially offset by decreases in accounts receivable of \$1.7 million and other current assets of \$489,000, and non-cash items, including depreciation and amortization of \$2.2 million.

Cash used in investing activities in the six months ended September 30, 2002 was attributable to net purchases of marketable equity securities of \$77,000 and capital expenditures of \$84,000, partially offset by proceeds from the sale of equipment of \$31,000. Cash used in investing activities in the six months ended September 30, 2001 was attributable to capital expenditures of \$123,000 offset by proceeds from the sale of equipment of \$55,000.

Cash provided by financing activities during the first six months of fiscal 2003 as well as the first six months of fiscal 2002, consisted primarily of proceeds resulting from the sale of common stock to employees through our employee stock purchase and stock option plans.

As of September 30, 2002, our principal commitments consisted of obligations outstanding under noncancelable operating leases. At September 30, 2002, future minimum annual lease payments under noncancelable operating leases, net of sublease income, were as

follows (in thousands):

Year ending March 31:

Remaining 2003.....	\$	723
2004.....		503
2005.....		326
2006.....		291
2007.....		265
2008 and thereafter.....		973

Total minimum payments.....	\$	3,081
		=====

As noted previously, we redeemed our convertible subordinated debentures in December 2001. The consideration included the issuance of 1,000,000 shares of our common stock to the lenders. We have committed to maintaining the effectiveness of the registration statement filed with the SEC covering the resale of these shares. Should we fail to maintain the effectiveness of the registration statement, we may be required to pay cash penalties and redeem all or a portion of the shares at the higher of \$0.898 or the market price of our common stock at the time of the redemption which could have a material adverse effect on our cash flows and results of operations. The value of the shares still held by the lenders of \$702,000 at September 30, 2002, based upon the \$0.898 per share minimum potential redemption price, is reflected as contingently redeemable common stock in the condensed consolidated balance sheet.

Based upon our current expectations, we believe that our current cash and cash equivalents and short-term investments, together with cash generated from operations, will satisfy our expected working capital and capital expenditure requirements through at least June 30, 2003. However, we believe we will need additional working capital to fund operations shortly thereafter. The possibility that we will not be able to meet our obligations as and when they become due over the next twelve months raises substantial doubt about our ability to continue as a going concern. Accordingly, we have been pursuing, and will continue to pursue, the implementation of certain cost reduction strategies. Additionally, we plan to seek additional financing and evaluate financing alternatives during the next twelve months in order to meet our cash requirements for the remainder of fiscal 2004. We may also seek to explore business opportunities, including acquiring or investing in complementary businesses or products that will require additional capital from equity or debt sources. Additionally, the development and marketing of new products could require a significant commitment of resources, which could in turn require us to obtain additional financing earlier than otherwise expected. We may not be able to obtain additional financing as needed on acceptable terms, or at all, which may require us to reduce our operating costs and other expenditures, including reductions of personnel and suspension of salary increases and capital expenditures. Alternatively, or in addition to such potential measures, we may elect to implement other cost reduction actions as we may determine are necessary and in our best interests, including the possible sale or cessation of certain of our business segments. Any such actions undertaken might limit our opportunities to realize plans for revenue growth and we might not be able to reduce our costs in amounts sufficient to achieve break-even or profitable operations. If we issue additional equity or convertible debt securities to raise funds, the ownership percentage of our existing stockholders would be reduced and they may experience significant dilution. New investors may demand rights, preferences or privileges senior to those of existing holders of our common stock. If we are not successful in these actions, we may be forced to cease operations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our financial market risk consists primarily of risks associated with international operations and related foreign currencies. We derive a significant portion of our revenues from customers in Europe and Asia. In order to reduce the risk from fluctuation in foreign exchange rates, the vast majority of our sales are denominated in U.S. dollars. In addition, all of our arrangements with our semiconductor foundry and assembly vendors are denominated in U.S. dollars. We have foreign subsidiaries and are exposed to market risk from changes in exchange rates. We have not entered into any currency hedging activities. To date, our exposure to exchange rate volatility has not been significant; however, there can be no assurance that there will not be a material impact in the future.

We invest the majority of our surplus cash and cash equivalents in money market funds that bear variable interest rates, and, accordingly, fluctuations in interest rates do not have an impact on the fair values of such investments. However, given the currently low yields on such money market funds and other low-risk governmental and corporate debt securities, in March 2002 our Board of Directors authorized us to open securities trading accounts and make investments in other classes of securities that may generate higher returns. The amount allocated for such investments was \$1.0 million to be invested on behalf of 8x8, Inc. at the direction of the Company's Chairman, Joe Parkinson, the Chief Executive Officer, or the Chief Financial Officer. Mr. Parkinson has agreed to personally reimburse 8x8 on a quarterly basis for any losses resulting from his trading activities in order to maintain a minimum investment account balance of \$1.0 million. The Board has been assured of Mr. Parkinson's ability to cover any such losses; however, should he be unable to do so, it could have a material impact on our cash flows and results of operations.

FACTORS THAT MAY AFFECT FUTURE RESULTS

We will need to raise additional capital to support our operations, and failure to do so in a timely manner may cause us to implement additional cost reduction strategies

As of September 30, 2002, we had approximately \$8.5 million in cash and cash equivalents and short-term investments. Although we believe that our current cash and cash equivalents and short-term investments will satisfy our expected working capital and capital expenditure requirements through at least June 30, 2003, our business may change in ways we do not currently anticipate, requiring us to raise additional funds to support our operations earlier than otherwise expected. The possibility that we will not be able to meet our obligations as and when they become due over the next twelve months raises substantial doubt about our ability to continue as a going concern. Accordingly, we have been pursuing, and will continue to pursue, the implementation of certain cost reduction strategies. Additionally, we plan to seek additional financing and evaluate financing alternatives during the next twelve months in order to meet our cash requirements for the remainder of fiscal 2004. We may also seek to explore business opportunities, including acquiring or investing in complementary businesses or products that will require additional capital from equity or debt sources. Additionally, the development and marketing of new products could require a significant commitment of resources, which could in turn require us to obtain additional financing earlier than otherwise expected. We may not be able to obtain additional financing as needed on acceptable terms, or at all, which may require us to further reduce our operating costs and other expenditures, including additional reductions of personnel and capital expenditures. Alternatively, or in addition to such potential measures, we may elect to implement other cost reduction actions as we may determine are necessary and in our best interests, including the possible sale or cessation of certain of our business segments. Any such actions undertaken might limit our opportunities to realize plans for revenue growth and we might not be able to reduce our costs in amounts sufficient to achieve break-even or profitable operations. If we issue additional equity or convertible debt securities to raise funds, the ownership percentage of our existing stockholders would be reduced and they may experience significant dilution. New investors may demand rights, preferences or privileges senior to those of existing holders of our common stock. If we are not successful in these actions we may be forced to cease operations.

We have a history of losses and we are uncertain as to our future profitability

We recorded an operating loss of approximately \$2.5 million in the quarter ended September 30, 2002 and we ended the period with an accumulated deficit of \$141 million. In addition, we recorded operating losses of \$10.0 million and \$74.4 million for the fiscal years ended March 31, 2002 and 2001, respectively. We expect that we will continue to incur operating losses for the foreseeable future, and such losses may be substantial. We will need to generate significant revenue growth to achieve an operating profit. Given our history of fluctuating revenues and operating losses, we cannot be certain that we will be able to achieve profitability on either a quarterly or annual basis in the future.

We may not be able to maintain our listing on the Nasdaq SmallCap Market

In April 2002, we were notified by the Nasdaq staff that the bid price for our common stock must close at \$1.00 per share or more for a minimum of ten consecutive trading days during the ninety calendar day period ending July 9, 2002 or we might be delisted. As we were not in compliance under the Nasdaq National Market minimum bid price listing standard by July 9, 2002, we transferred to and began trading on the Nasdaq SmallCap Market on July 26, 2002. As a result of our transfer to the Nasdaq SmallCap Market, our delisting determination was extended an additional ninety days until October 7, 2002. Although our common stock did not achieve a closing bid price of \$1.00 for at least ten consecutive trading days before October 7, 2002, we believe that we have met the initial listing criteria for the Nasdaq SmallCap Market as of October 7, 2002. As a result, we expect to remain eligible to be quoted on the Nasdaq SmallCap Market for an additional 180-calendar day grace period, expiring on April 7, 2003, subject to our compliance with the continued listing requirements during the extended grace period. However, there is no assurance that we will be able to maintain the continued listing requirements, and, as a result, may be delisted from trading on that system. Delisting could reduce the ability of our shareholders to purchase or sell shares as quickly and as inexpensively as they have done historically. For instance, failure to obtain listing on another market or exchange may make it more difficult for traders to sell our securities. Broker-dealers may be less willing or able to sell or make a market in our common stock. Not maintaining a listing on a major stock market may:

- result in a decrease in the trading price of our common stock;
- lessen interest by institutions and individuals in investing in our common stock;
- make it more difficult to obtain analyst coverage; and
- make it more difficult for us to raise capital in the future.

If we fail to maintain effectiveness of a registration statement for the resale of shares of our common stock issued in connection with the redemption of our previously outstanding convertible debt, we may be forced to pay a cash penalty or redeem all or a portion of the shares, causing our business to suffer

Under the terms of a registration rights agreement we entered into in connection with the redemption of our outstanding convertible debt, we agreed to register the 1,000,000 shares of our common stock issued to the former note holders for resale. If we fail to maintain the effectiveness of the registration statement, we may be required to pay cash penalties and may be required to redeem all or a portion of the shares of common stock held by the former note holders. Under the agreement, the redemption price would be the higher of \$0.898 or the market price of our common stock at the time of the redemption. If we are required to pay a cash penalty or to redeem any of the shares, this will deplete our cash reserves, which may cause significant harm to our business, results of operations and financial condition.

The growth of our business and future profitability depends on future IP telephony revenue

We believe that our business and future profitability will be largely dependent on widespread market acceptance of our IP telephony technology and products. Our videoconferencing semiconductor business has not provided sufficient revenues to profitably operate our business, and we have notified our customers of the end of life of these products. To date, we have not generated significant

revenue from the sale of our IP telephony products. If we are not able to generate significant revenues selling into the IP telephony market, our business and operating results would be seriously harmed.

Success of our IP telephony product strategy assumes that there will be future demand for IP telephony systems and services. In order for the IP telephony market to continue to grow, several things need to occur. Telephone service providers must continue to invest in the deployment of high speed broadband networks to residential and commercial customers. IP networks must improve quality of service for real-time communications, managing effects such as packet jitter, packet loss, and unreliable bandwidth, so that toll-quality service can be provided. IP telephony equipment must achieve the 99.999% reliability that users of the public switched telephone network have come to expect from their telephone service. IP telephony service providers must offer cost and feature benefits to their customers that are sufficient to cause the customers to switch away from traditional telephone service providers. If any or all of these factors fail to occur, our business may not grow.

Our business has been adversely affected by the downturn in the telecommunications industry and these developments will continue to impact our revenues and operating results

Through the end of 2000, the telecommunications market was experiencing rapid growth spurred by a number of factors including deregulation in the industry, entry of a large number of new emerging service providers, growth in data traffic and the availability of significant capital from the financial markets. In 2001 and 2002, the telecommunications industry experienced a reversal of some of these trends, marked by a dramatic reduction in current and projected future capital expenditures by service providers, financial difficulties and, in some cases, bankruptcies experienced by emerging service providers, as well as a sharp contraction in the availability of capital. These conditions caused a substantial reduction in demand for telecommunications equipment and related software, which has had a resulting impact on demand for Netergy's IP telephony semiconductor and software products and for Centile's hosted iPBX solution. If our current or potential customers are forced to defer or further curtail their capital spending programs, sales of our hosted iPBX and eSLEE products to telecommunication service providers and sales of our IP telephony semiconductors to manufacturers of telecommunication equipment may continue to be adversely affected, which would negatively impact our business, financial condition, and results of operations. In addition, many of the industries in which telecommunication service providers operate have experienced consolidation. The loss of one or more of our current or potential telecommunication service provider or telecommunication equipment OEM customers, through industry consolidation or otherwise, could reduce or eliminate our sales to such a customer and consequently harm our business, financial condition, and results of operations.

We expect the developments described above to continue to affect our business for at least the next several quarters in the following manner:

- our ability to accurately forecast revenue will be diminished;
- our revenues could be reduced; and
- our losses may increase because operating expenses are largely based on anticipated revenue trends and a high percentage of our expenses are and will continue to be fixed in the short-term.

Our business, operating results and financial condition could be materially and adversely impacted by any one or a combination of the above.

Our future operating results may not follow past or expected trends due to many factors and any of these could cause our stock price to fall

Our historical operating results have fluctuated significantly and will likely continue to fluctuate in the future, and a decline in our operating results could cause our stock price to fall. On an annual and a quarterly basis, there are a number of factors that may affect our operating results, many of which are outside our control. These include, but are not limited to:

- changes in market demand;
- the timing of customer orders;
- competitive market conditions;
- lengthy sales cycles and/or regulatory approval cycles;
- new product introductions by us or our competitors;
- market acceptance of new or existing products;
- the cost and availability of components;
- the mix of our customer base and sales channels;
- the mix of products sold;
- the management of inventory;
- the level of international sales;
- continued compliance with industry standards; and
- general economic conditions.

Our gross margin is affected by a number of factors including product mix, the recognition of license and other revenues for which there may be little or no corresponding cost of revenues, product pricing, the allocation between international and domestic sales, the percentages of direct sales and sales to resellers, and manufacturing and component costs. The markets for our products are characterized by falling average selling prices. We expect that, as a result of competitive pressures, our product end of life announcement, and other factors, gross profit as a percentage of revenue for our videoconferencing semiconductor products will continue to decrease. Average selling prices realized to date for our IP telephony semiconductors have been lower than those historically attained for our videoconferencing semiconductor products, resulting in lower gross margins. In the likely event that we

encounter significant price competition in the markets for our products, we could be at a significant disadvantage compared to our competitors, many of whom have substantially greater resources, and therefore may be better able to withstand an extended period of downward pricing pressure.

Variations in timing of sales may cause significant fluctuations in future operating results. Because a significant portion of our business may be derived from orders placed by a limited number of large customers, including original equipment manufacturers, the timing of such orders can cause significant fluctuations in our operating results. Anticipated orders from customers may fail to materialize. Delivery schedules may be deferred or canceled for a number of reasons, including changes in specific customer requirements or economic conditions. The adverse impact of a shortfall in our revenues may be magnified by our inability to adjust spending to compensate for such shortfall. Announcements by our competitors or us of new products and technologies could cause customers to defer purchases of our existing products, which would also have a material adverse effect on our business and operating results. As a result of these and other factors, it is likely that in some or all future periods our operating results will be below the expectations of investors, which would likely result in a significant reduction in the market price of our common stock.

We depend on purchase orders from key customers and failure to receive significant purchase orders in the future would cause a decline in our operating results

Historically, a significant portion of our sales has been to relatively few customers, although the composition of these customers has varied. Revenues from our ten largest customers for the quarters ended September 30, 2002 and 2001, respectively, accounted for approximately 81% and 86% of total revenues. Revenues from our ten largest customers for the fiscal years ended March 31, 2002 and 2001, accounted for approximately 73% and 48%, respectively, of total revenues. Substantially all of our product sales have been made, and are expected to continue to be made, on a purchase order basis. None of our customers has entered into a long-term agreement requiring it to purchase our products. In the future, we will need to gain purchase orders for our products to earn additional revenue. Further, substantially all of our license and other revenues are nonrecurring.

The IP telephony market is subject to rapid technological change and we depend on new product introduction in order to maintain and grow our business

IP telephony is an emerging market that is characterized by rapid changes in customer requirements, frequent introductions of new and enhanced products, and continuing and rapid technological advancement. To compete successfully in this emerging market, we must continue to design, develop, manufacture, and sell new and enhanced semiconductor and IP telephony software products and services that provide increasingly higher levels of performance and reliability at lower cost. These new and enhanced products must take advantage of technological advancements and changes, and respond to new customer requirements. Our success in designing, developing, manufacturing, and selling such products and services will depend on a variety of factors, including:

- the identification of market demand for new products;
- the scalability of our IP telephony software products;
- product and feature selection;
- timely implementation of product design and development;
- product performance;
- cost-effectiveness of products under development;
- effective manufacturing processes; and
- success of promotional efforts.

Additionally, we may also be required to collaborate with third parties to develop our products and may not be able to do so on a timely and cost-effective basis, if at all. We have in the past experienced delays in the development of new products and the enhancement of existing products, and such delays will likely occur in the future. If we are unable, due to resource constraints or technological or other reasons, to develop and introduce new or enhanced products in a timely manner, if such new or enhanced products do not achieve sufficient market acceptance, or if such new product introductions decrease demand for existing products, our operating results would decline and our business would not grow.

The long and variable sales and deployment cycles for our IP telephony products may cause our revenue and operating results to vary

Our IP telephony software and semiconductor products, including our hosted iPBX Packet8 telephony service and our Audacity family of semiconductors, have lengthy sales cycles, and we may incur substantial sales and marketing expenses and expend significant management effort without making a sale. A customer's decision to purchase our products often involves a significant commitment of its resources and a lengthy product evaluation and qualification process. We do not possess the capital infrastructure required to invest in extensive marketing or advertising campaigns that may be required in order to sell these products. In addition, the length of our sales cycles will vary depending on the type of customer to whom we are selling and the product being sold. Even after making the decision to purchase our products, our customers may deploy our products slowly. Timing of deployment can vary widely and will depend on various factors, including:

- the size of the network deployment;
- the complexity of our customers' network environments;
- our customers' skill sets;
- the hardware and software configuration and customization necessary to deploy our products; and
- our customers' ability to finance their purchase of our products.

As a result, it is difficult for us to predict the quarter in which our customers may purchase our IP telephony products, and our revenue and operating results may vary significantly from quarter to quarter.

We need to retain key personnel to support our products and ongoing operations

The development and marketing of our IP telephony products will continue to place a significant strain on our limited personnel, management, and other resources. While the pace of economic growth in the San Francisco Bay Area (where our corporate headquarters are located) has slowed in recent months, competition for highly-skilled engineering, sales, marketing, and support personnel has remained strong. Our future success depends upon the continued services of our executive officers and other key employees who have critical industry experience and relationships that we rely on to implement our business plan. Most of our officers or key employees are not bound by employment agreements for any specific term. However, we have provided Joe Parkinson, our Chairman and former Chief Executive Officer, through a resolution of our Board of Directors, with severance benefits that vest over time as a retention device. Similarly, the Board of Directors authorized severance arrangements with Bryan R. Martin, our Chief Executive Officer, Dr. Philip Bednarz, Chief Executive Officer of Netergy Microelectronics, Inc. (Netergy) and certain other vice-presidents of Netergy, however, all of these arrangements are fully vested. The loss of the services of any of our officers or key employees could delay the development and introduction of, and negatively impact our ability to sell our products which could adversely affect our financial results and impair our growth. We currently do not maintain key person life insurance policies on any of our employees.

We depend on contract manufacturers to manufacture substantially all of our products, and any delay or interruption in manufacturing by these contract manufacturers would result in delayed or reduced shipments to our customers and may harm our business

We outsource the manufacturing of our semiconductor products to independent foundries and as such do not have internal manufacturing capabilities to meet our customers' demands. Our primary semiconductor manufacturer has been Taiwan Semiconductor Manufacturing Corporation (TSMC). TSMC recently informed us that, subject to a transition period that we anticipate will last until December 31, 2002, they will no longer supply us with wafers for our existing videoconferencing semiconductor products, including LVP, VCP and VCPex. As a result, we have notified our customers of the end of life of our videoconferencing products. In addition, we have shifted the manufacture of our voice over IP semiconductors from TSMC to an affiliate of STMicroelectronics NV. STMicroelectronics NV, or its contract manufacturer, TSMC, will be the sole manufacturer of our semiconductor products. Furthermore, to the extent TSMC is utilized, Taiwan is always subject to geological or geopolitical disturbances that could instantly cut off such supply. We also rely on other third party manufacturers for packaging and testing of our semiconductors.

We do not have long-term purchase agreements with our contract manufacturers or our component suppliers. There can be no assurance that our subcontract manufacturers will be able or willing to reliably manufacture our products, in volumes, on a cost-effective basis or in a timely manner. For our semiconductor products, the time to port our technology to another foundry, the time to qualify the new versions of product, and the cost of this effort as well as the tooling associated with wafer production would have a material adverse effect on our business, operating results, and financial condition. For our consumer videophones, IP telephones and media hub devices that are used with our hosted iPBX and Packet8 telephony service, we rely on the availability of these semiconductor products. These devices are also sourced solely from certain overseas contract manufacturers and partners, and are not available from any other manufacturer.

We may not be able to manage our inventory levels effectively, which may lead to inventory obsolescence that would force us to lower our prices

Our products have lead times of up to several months, and are built to forecasts that are necessarily imprecise. Because of our practice of building our products to necessarily imprecise forecasts, it is likely that, from time to time, we will have either excess or insufficient product inventory. Excess inventory levels would subject us to the risk of inventory obsolescence and the risk that our selling prices may drop below our inventory costs, while insufficient levels of inventory may negatively affect relations with customers. For instance, our customers rely upon our ability to meet committed delivery dates, and any disruption in the supply of our products could result in legal action from our customers, loss of customers or harm to our ability to attract new customers. Any of these factors could have a material adverse effect on our business, operating results, and financial condition.

If our products do not interoperate with our customers' networks, orders for our products will be delayed or canceled and substantial product returns could occur, which could harm our business

Many of the potential customers for our hosted iPBX and Packet8 telephony service products have requested that our products be designed to interoperate with their existing networks, each of which may have different specifications and use multiple standards. Our customers' networks may contain multiple generations of products from different vendors that have been added over time as their networks have grown and evolved. Our products must interoperate with these products as well as with future products in order to meet our customers' requirements. In some cases, we may be required to modify our product designs to achieve a sale, which may result in a longer sales cycle, increased research and development expense, and reduced operating margins. If our products do not interoperate with existing equipment or software in our customers' networks, installations could be delayed, orders for our products could be canceled or our products could be returned. This could harm our business, financial condition, and results of operations. Our Packet8 telephony service depends on the availability of third party network service providers that provide telephone numbers and PSTN call termination services to our software. Many of these network service providers are financially affected by the downturn in the telecommunications industry and may be forced to terminate the services that we depend on. The time to interface our technology to another network service provider and qualify this new service could have a material adverse effect on our business, operating results, and financial condition.

We may have difficulty identifying the source of the problem when there is a problem in a network

Our hosted iPBX and Packet8 telephony service must successfully integrate with products from other vendors, such as gateways to traditional telephone systems. As a result, when problems occur in a network, it may be difficult to identify the source of the problem. The occurrence of hardware and software errors, whether caused by our hosted iPBX solution, Packet8 telephony service or another vendor's products, may result in the delay or loss of market acceptance of our products and any necessary revisions may force us to incur significant expenses. The occurrence of some of these types of problems may seriously harm our business, financial condition and results of operations.

Intense competition in the markets in which we compete could prevent us from increasing or sustaining our revenue and prevent us from achieving profitability

We expect our competitors to continue to improve the performance of their current products and introduce new products or new technologies. If our competitors successfully introduce new products or enhance their existing products, this could reduce the sales or market acceptance of our products and services, increase price competition or make our products obsolete. To be competitive, we must continue to invest significant resources in research and development, sales and marketing, and customer support. We may not have sufficient resources to make these investments or to make the technological advances necessary to be competitive, which in turn will cause our business to suffer.

In addition, our focus on developing a range of technology products, including semiconductors and related embedded software, hosted iPBX solutions, and Packet8 telephony service products, places a significant strain on our research and development resources. Competitors that focus on one aspect of technology, such as software or semiconductors, may have a considerable advantage over us. In addition, many of our current and potential competitors have longer operating histories, are substantially larger, and have greater financial, manufacturing, marketing, technical, and other resources. For example, certain competitors in the market for our semiconductor products maintain their own semiconductor foundries and may therefore benefit from certain capacity, cost and technical advantages. Many also have greater name recognition and a larger installed base of products than we have. Competition in our markets may result in significant price reductions. As a result of their greater resources, many current and potential competitors may be better able than us to initiate and withstand significant price competition or downturns in the economy. There can be no assurance that we will be able to continue to compete effectively, and any failure to do so would harm our business, operating results, and financial condition.

If we do not develop and maintain successful partnerships for IP telephony products, we may not be able to successfully market our solutions

We are entering into new market areas and our success is partly dependent on our ability to forge new marketing and engineering partnerships. IP telephony communication systems are extremely complex and few, if any, companies possess all the required technology components needed to build a complete end to end solution. We will likely need to enter into partnerships to augment our development programs and to assist us in marketing complete solutions to our targeted customers. We may not be able to develop such partnerships in the course of our product development. Even if we do establish the necessary partnerships, we may not be able to adequately capitalize on these partnerships to aid in the success of our business.

Inability to protect our proprietary technology or our infringement of a third party's proprietary technology would disrupt our business

We rely in part on trademark, copyright, and trade secret law to protect our intellectual property in the United States and abroad. We seek to protect our software, documentation, and other written materials under trade secret and copyright law, which afford only limited protection. We also rely in part on patent law to protect our intellectual property in the United States and internationally. As of the date of this filing we hold forty-nine United States patents and have a number of United States and foreign patent applications pending. We cannot predict whether such pending patent applications will result in issued patents. We may not be able to protect our proprietary rights in the United States or internationally (where effective intellectual property protection may be unavailable or limited), and competitors may independently develop technologies that are similar or superior to our technology, duplicate our technology or design around any patent of ours. We have in the past licensed and in the future expect to continue licensing our technology to others; many of who are located or may be located abroad. There are no assurances that such licensees will protect our technology from misappropriation. Moreover, litigation may be necessary in the future to enforce our intellectual property rights, to determine the validity and scope of the proprietary rights of others, or to defend against claims of infringement or invalidity. Such litigation could result in substantial costs and diversion of management time and resources and could have a material adverse effect on our business, financial condition, and operating results. Any settlement or adverse determination in such litigation would also subject us to significant liability.

There has been substantial litigation in the semiconductor, electronics, and related industries regarding intellectual property rights, and from time to time third parties may claim infringement by us of their intellectual property rights. Our broad range of technology, including systems, digital and analog circuits, software, and semiconductors, increases the likelihood that third parties may claim infringement by us of their intellectual property rights. If we were found to be infringing on the intellectual property rights of any third party, we could be subject to liabilities for such infringement, which could be material. We could also be required to refrain from using, manufacturing or selling certain products or using certain processes, either of which could have a material adverse effect on our business and operating results. From time to time, we have received, and may continue to receive in the future, notices of claims of infringement, misappropriation or misuse of other parties' proprietary rights. There can be no assurance that we will prevail in these discussions and actions or that other actions alleging infringement by us of third-party patents will not be asserted or prosecuted against the Company.

We rely upon certain technology, including hardware and software, licensed from third parties. There can be no assurance that the technology licensed by us will continue to provide competitive features and functionality or that licenses for technology currently

utilized by us or other technology which we may seek to license in the future will be available to us on commercially reasonable terms or at all. The loss of, or inability to maintain existing licenses could result in shipment delays or reductions until equivalent technology or suitable alternative products could be developed, identified, licensed and integrated, and could harm our business. These licenses are on standard commercial terms made generally available by the companies providing the licenses. The cost and terms of these licenses individually are not material to our business.

The failure of IP networks to meet the reliability and quality standards required for voice communications could render our products obsolete

Circuit-switched telephony networks feature very high reliability, with a guaranteed quality of service. In addition, such networks have imperceptible delay and consistently satisfactory audio quality. Emerging broadband IP networks, such as LANs, WANs, and the Internet, or emerging last mile technologies such as cable, digital subscriber lines, and wireless local loop, may not be used for telephony unless such networks and technologies can provide reliability and quality consistent with these standards.

Our products must comply with industry standards and FCC regulations, and changes may require us to modify existing products

In addition to reliability and quality standards, the market acceptance of telephony over broadband IP networks is dependent upon the adoption of industry standards so that products from multiple manufacturers are able to communicate with each other. Our IP telephony products rely heavily on standards such as SIP, H.323, MGCP and Megaco to interoperate with other vendors' equipment. There is currently a lack of agreement among industry leaders about which standard should be used for a particular application, and about the definition of the standards themselves. These standards, as well as audio and video compression standards, continue to evolve. We also must comply with certain rules and regulations of the Federal Communications Commission (FCC) regarding electromagnetic radiation and safety standards established by Underwriters Laboratories, as well as similar regulations and standards applicable in other countries. Standards are continuously being modified and replaced. As standards evolve, we may be required to modify our existing products or develop and support new versions of our products. The failure of our products to comply, or delays in compliance, with various existing and evolving industry standards could delay or interrupt volume production of our IP telephony products, which would have a material adverse effect on our business, financial condition and operating results.

Future regulation or legislation of the Internet could restrict our business or increase our cost of doing business

At present there are few laws or regulations that specifically address access to or commerce on the Internet, including IP telephony. We are unable to predict the impact, if any, that future legislation, legal decisions or regulations concerning the Internet may have on our business, financial condition, and results of operations. Regulation may be targeted towards, among other things, assessing access or settlement charges, imposing tariffs or regulations based on encryption concerns or the characteristics and quality of products and services, any of which could restrict our business or increase our cost of doing business. The increasing growth of the broadband IP telephony market and popularity of broadband IP telephony products and services heighten the risk that governments will seek to regulate broadband IP telephony and the Internet. In addition, large, established telecommunication companies may devote substantial lobbying efforts to influence the regulation of the broadband IP telephony market, which may be contrary to our interests.

We may transition to smaller geometry process technologies and higher levels of design integration, which could disrupt our business

We continuously evaluate the benefits, on an integrated circuit, product-by-product basis, of migrating to smaller geometry process technologies in order to reduce costs related to the development and production of our semiconductors or to improve their performance. We believe that the transition of our products to increasingly smaller geometries will be important for us to remain competitive. We have in the past experienced difficulty in migrating to new manufacturing processes - which has resulted and could continue to result in reduced yields, delays in product deliveries, and increased expense levels. Moreover, we are dependent on relationships with our foundry and their partners to migrate to smaller geometry processes successfully. If any such transition is substantially delayed or inefficiently implemented, we may experience delays in product introductions and incur increased expenses. As smaller geometry processes become more prevalent, we expect to integrate greater levels of functionality, as well as customer and third party intellectual property, into our products. We cannot predict whether higher levels of design integration or the use of third-party intellectual property will adversely affect our ability to deliver new integrated products on a timely basis, or at all.

If we discover product defects, we may have product-related liabilities which may cause us to lose revenues or delay market acceptance of our products

Products as complex as those we offer frequently contain errors, defects, and functional limitations when first introduced or as new versions are released. We have in the past experienced such errors, defects or functional limitations. We sell products into markets that are extremely demanding of robust, reliable, fully functional products. Therefore, delivery of products with production defects or reliability, quality or compatibility problems could significantly delay or hinder market acceptance of such products, which could damage our credibility with our customers and adversely affect our ability to retain our existing customers and to attract new customers. Moreover, such errors, defects or functional limitations could cause problems, interruptions, delays or a cessation of sales to our customers. Alleviating such problems may require significant expenditures of capital and resources by us. Despite our testing, our suppliers or our customers may find errors, defects or functional limitations in new products after commencement of commercial production. This could result in additional development costs, loss of, or delays in, market acceptance, diversion of technical and other resources from our other development efforts, product repair or replacement costs, claims by our customers or others against us, or the loss of credibility with our current and prospective customers.

We have significant international operations, which subject us to risks that could cause our operating results to decline

We recorded sales to international customers of 68% and 59% of total revenues during the three and six month periods ended September 30, 2002, respectively. Sales to customers outside of the United States during the years ended March 31, 2002 and 2001 were 61% and 69% of total revenues, respectively. The following table illustrates our net revenues by geographic area expressed as a percentage of total revenues for the corresponding period. Revenues are attributed to countries based on the destination of shipment:

	Three Months Ended September 30,		Six Months Ended September 30,	
	2002	2001	2002	2001
North America.....	32%	40%	41%	38%
Europe.....	30%	21%	33%	21%
Asia Pacific.....	38%	39%	26%	41%
	100%	100%	100%	100%

Substantially all of our current semiconductor and system-level products are, and substantially all of our future products will be, manufactured, assembled, and tested by independent third parties in foreign countries. International sales and manufacturing are subject to a number of risks, including general economic conditions in regions such as Asia, changes in foreign government regulations and telecommunication standards, export license requirements, tariffs and other trade barriers, potentially adverse tax consequences, fluctuations in currency exchange rates, greater difficulty in collecting accounts receivable and longer collection periods, the impact of recessions in economies outside of the United States, and difficulty in staffing and managing foreign operations. We are also subject to geopolitical risks, such as political, social, and economic instability, potential hostilities, and changes in diplomatic and trade relationships, in connection with our international operations. Taiwan in particular is subject to a high rate of natural disasters, such as earthquakes or typhoons, which could have significant impact on our suppliers and customers due to a delay in operations within that country. In addition, Taiwan's tenuous relationship with mainland China is a source of continuing concern due to potential hostilities. A significant decline in demand from foreign markets could have a material adverse effect on our business, operating results, and financial condition.

Our stock price has been highly volatile

The market price of the shares of our common stock has been and is likely to be highly volatile. It may be significantly affected by factors such as:

- actual or anticipated fluctuations in our operating results;
- announcements of technical innovations;
- loss of key personnel;
- new products or new contracts by us, our competitors or their customers;
- developments with respect to patents or proprietary rights, general market conditions, changes in financial estimates by securities analysts, and other factors which could be unrelated to, or outside our control; and
- the potential delisting of our common stock.

The stock market has from time to time experienced significant price and volume fluctuations that have particularly affected the market prices for the common stocks of technology companies and that have often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the market price of our common stock. In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been initiated against the issuing company. If our stock price is volatile, we may also be subject to such litigation. Such litigation could result in substantial costs and a diversion of management's attention and resources, which would disrupt business and could cause a decline in our operating results. Any settlement or adverse determination in such litigation would also subject us to significant liability.

The location of our headquarters facility subjects us to the risk of earthquakes

Our corporate headquarters is located in the San Francisco Bay area of Northern California, a region known for seismic activity. A significant natural disaster, such as an earthquake, could have a material adverse impact on our business, operating results, and financial condition.

We may face interruption of production and services due to increased security measures in response to recent and potential future terrorist activities

Our business depends on the free flow of products and services through the channels of commerce. Recently, in response to terrorists' activities and threats aimed at the United States, transportation, mail, financial and other services have been slowed or stopped altogether. Further delays or stoppages in transportation, mail, financial or other services, particularly any such delays or stoppages which harm our ability to obtain an adequate supply of wafers and products from our independent suppliers, could harm our business, results of operations and financial condition. Furthermore, we may experience an increase in operating costs, such as costs for transportation, insurance and security as a result of the terrorist activities and potential activities. We may also experience delays in receiving payments from customers that have been affected by the terrorist activities and potential activities. The United States

economy in general is being adversely affected by terrorist activities and potential terrorist activities. Any economic downturn could adversely impact our results of operations, impair our ability to raise capital or otherwise adversely affect our ability to grow our business. Moreover, we cannot determine whether other attacks may occur in the future and the effects of such attacks on our business.

ITEM 4. CONTROLS AND PROCEDURES

Based on their evaluation, as of a date within ninety days of the filing of this Report on Form 10-Q, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934) are effective. There have been no significant changes in internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II -- OTHER INFORMATION

ITEM 2. SUBMISSION OF MATTERS TO A VOTE OF SECURITIES HOLDERS

The Company's 2002 Annual Meeting of Stockholders was held on July 23, 2002 at the Company's principal executive offices in Santa Clara, California. At the meeting, 19,918,689 shares of the Company's common stock were present in person and by proxy. The number of votes present in person or by proxy represented approximately 71% of eligible votes associated with outstanding votable securities.

The voting results by proposal were as follows:

PROPOSAL 1. Each person elected as a Director will serve until the next annual meeting of stockholders or until such person's successor is elected and qualified. The following nominees for Director were elected:

<u>Name of Nominee</u>	<u>Votes Cast For</u>	<u>Votes Withheld</u>
Dr. Bernd Girod	19,525,788	392,901
Guy Hecker	19,534,738	383,951
Christos Lagomichos	19,472,488	446,201
Bryan R. Martin	19,534,738	383,951
Joe Parkinson	19,503,238	415,451
William P. Tai	19,534,738	383,951

PROPOSAL 2. The ratification and appointment of PricewaterhouseCoopers LLP as independent auditors of the Company for the fiscal year ending March 31, 2003 was approved by the stockholders with 19,727,767 voting in favor, 131,198 voting against and 59,724 abstaining.

PROPOSAL 3. The amendment of the Company's 1996 Director Option Plan (the "Director Plan") to (i) increase the aggregate number of shares of common stock from 500,000 shares to 1,000,000 shares, and (ii) provide for an increase in the number of shares granted as non-discretionary option grants under the Director Plan was approved by the stockholders with 18,220,359 voting in favor, 1,536,823 voting against and 161,507 abstaining.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits.

<u>EXHIBIT No.</u>	<u>EXHIBIT TITLE</u>
99.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K.

- i) On July 10, 2002, we filed a Current Report on Form 8-K dated July 10, 2002 announcing that the Company had applied for listing on the Nasdaq SmallCap Market.

ii)

Only July 24, 2002, we filed a Current Report on Form 8-K dated July 24, 2002 announcing that James Sullivan had been appointed Chief Financial Officer of the Company, replacing David Stoll.

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 thereunto duly authorized.

Date: October 29, 2002

8X8, INC.

(Registrant)

By: /S/ JAMES SULLIVAN

James Sullivan

*Chief Financial Officer, Vice President of Finance
and Secretary*

(Principal Financial and Accounting Officer)

OFFICER CERTIFICATIONS

I, Bryan R. Martin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of 8x8, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most

recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

October 29, 2002

/S/ BRYAN R. MARTIN

Bryan R. Martin

President and Chief Executive Officer

I, James Sullivan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of 8x8, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

October 29, 2002

/S/ JAMES SULLIVAN

James Sullivan

Chief Financial Officer, Vice President of Finance and Secretary

CERTIFICATION PURSUANT TO

18 U.S. C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of 8x8, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Bryan R. Martin, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/S/ BRYAN R. MARTIN

Bryan R. Martin

President and Chief Executive Officer

CERTIFICATION PURSUANT TO
18 U.S. C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of 8x8, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James Sullivan, Chief Financial Officer, Vice President of Finance and Secretary of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/S/ JAMES SULLIVAN

James Sullivan

Chief Financial Officer, Vice President of Finance and Secretary
