SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to	ז
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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Estimated average burden	

1. Name and Add Verma Vikra	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol <u>8X8 INC /DE/</u> [EGHT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) C/O 8X8, INC 2125 O'NEL I		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/21/2017	X Officer (give title Other (specify below) Chief Executive Officer
(Street) SAN JOSE	CA	95131	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (4. Securities / Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	10/21/2017		J ⁽¹⁾		14,635	Α	\$12.4	630,061	D		
Common Stock	10/21/2017		J ⁽²⁾		18,023	Α	\$12.4	648,084	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deri Sec Acq (A) o Disp of (I	umber ivative urities uired or oosed D) (Instr. and 5)	Expiration Date (Month/Day/Year)		of Securities		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(1130. 4)		
Restricted Stock Unit	(3)	10/21/2017		J ⁽¹⁾			14,635	(4)	10/21/2018	Common Stock	14,635	\$0	786,152	D	
Restricted Stock Unit	(3)	10/21/2017		F ⁽⁵⁾			14,258	(4)	10/21/2018	Common Stock	14,258	\$0	771,894	D	
Restricted Stock Unit	(3)	10/21/2017		J ⁽²⁾			18,023	(6)	10/21/2018	Common Stock	18,023	\$0	753,871	D	
Restricted Stock Unit	(3)	10/21/2017		F ⁽⁵⁾			17,560	(6)	10/21/2018	Common Stock	17,560	\$ <mark>0</mark>	736,311	D	

Explanation of Responses:

1. 14,635 Restricted Stock Units became fully vested and have been converted to Common Stock.

2. 18,023 Performance-based Restricted Stock Units became fully vested and have been converted to Common Stock.

3. Each restricted stock unit represents a contingent right to receive one share of EGHT common stock.

4. This award vests at the rate of one-fourth of such shares at October 21, 2015, one-fourth of such at October 21, 2016, one-fourth of such at October 21, 2017, and one-fourth of such at October 21, 2018.

5. Payment of tax liability by withholding securities incident to vesting of restricted stock units.

6. PSUs do not vest unless and until average closing price of 8x8 common stock over any 30 consecutive trading day period within 4 years from the grant date exceeds 150% of grant date closing price; then, at rate of 25% on each anniversary of grant date.

<u>/s/ Vikram Verma</u>

** Signature of Reporting Person

10/24/2017

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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

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

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