

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

8x8, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

77-0142404

(State of incorporation
or organization)

(I.R.S. Employer
Identification No.)

2445 Mission College Blvd., Santa Clara, CA

95054

(Address of principal executive offices)

(Zip Code)

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

NONE

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

COMMON STOCK, \$0.001 PAR VALUE

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered

Incorporated by reference to Description of Capital Stock section and Shares Eligible for Future Sale section on pages 50 - 53 of the Registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on November 6, 1996 (file number 333-15627) (the " S-1 Registration Statement").

Item 2. Exhibits

The following exhibits are filed as a part of this S-1 Registration Statement:

- *1. Certificate of Incorporation of Registrant, as amended.

* Incorporated by reference to Exhibits 3.1 through 3.3 to the S-1 Registration Statement.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: November 21, 1996

8x8, Inc.

By: /s/ Sandra L. Abbott

Sandra L. Abbott
Chief Financial Officer