SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] **Gatoff Steven**	2. Issuer Name **and** Ticker or Trading Symbol **8X8 INC /DE/** [EGHT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)	(First)	(Middle)
C/O 8X8, INC		
2125 O'NEL		

3. Date of Earliest Transaction (Month/Day/Year)
10/23/2019

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

EVP, Chief Financial 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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/23/2019		M[(1)]		23,792	A	$0	25,025[(2)]	D	
Common Stock	10/23/2019		F[(3)]		8,227	D	$19.04	16,798	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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				
Restricted Stock Units	$0.0[(4)]	10/23/2019		M[(1)]			23,792	10/23/2019[(5)]	10/23/2021	Common Stock	23,792	$0	47,440	D	

Explanation of Responses:

1. 23,792 Restricted Stock Units became fully vested and have been converted to Common Stock.
2. Includes 1,233 shares purchased on 7/31/2019 pursuant to the Company's Employee Stock Purchase Plan (ESPP).
3. Payment of tax liability by withholding securities incident to vesting of restricted stock units.
4. Right to receive one or more shares of EGHT Common Stock.
5. RSUs shall vest with respect to one-third (33.3%) of the total number of underlying shares on the first anniversary of the Vesting Commencement Date, then eight and one-third percent (8.33%) vesting each quarter thereafter, over a period of eight quarters, subject to the participant's continued employment or other association with the Company.

Remarks:

Sheryl Andersen Attorney-in-Fact for Steven Gatoff   10/24/2019

** Signature of Reporting Person   Date