SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Rep **Gatoff Steven**

(Last)

C/O 8X8, INC 2125 O'NEL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden

05

hours per response:

Form filed by One Reporting Person

Form filed by More than One Reporting

Filed	I pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940						
porting Person*	2. Issuer Name and Ticker or Trading Symbol <u>8X8 INC /DE/</u> [EGHT]		ionship of Reporting Person all applicable) Director Officer (give title	(s) to Issuer 10% Owner Other (specify			
(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/23/2019	Λ	below) below) EVP, Chief Financial Officer				
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					

(Street) 95131 SAN JOSE CA (City) (State) (Zip)

(First)

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)	Transaction Code (Instr.					Securities Beneficially	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	10/23/2019		M ⁽¹⁾		23,792	Α	\$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. Transa Code (8)				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

Х

Person

10/24/2019

** Signature of Reporting Person 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.