

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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 21, 2004**



8x8, Inc.

8X8, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State of other jurisdiction of incorporation)

000-21783

(Commission File Number)

77-0142404

(I.R.S. Employer Identification Number)

**2445 Mission College Blvd.
Santa Clara, CA 95054**

(Address of principal executive offices including zip code)

(408) 727-1885

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events and Regulation FD Disclosure

On June 21, 2004, 8x8, Inc. (the "Company") issued a press release announcing its agreement to sell to an institutional investor (the "Investor") 4,800,000 shares of its common stock and warrants to purchase 1,920,000 shares of its common stock under its shelf registration statement (File No. 333-114133), as amended, and as supplemented by a prospectus supplement dated June 21, 2004. The Company expects that delivery of the shares of common stock and warrants will be made to the Investor on June 23, 2004. A copy of the press release is attached to this report as Exhibit 99.1 and is incorporated herein by this reference. Also attached as exhibits to this report are the Placement Agency Agreement with A.G. Edwards & Sons, Inc. and Griffin Securities, Inc., who are acting as placement agents in the offering (the "Placement Agents"), the Securities Purchase Agreement entered into between the Company and the Investor, the form of warrant being issued to the Investor, the form of warrant being issued to the Placement Agents and a legal opinion as to the validity of the securities being issued.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
1.1*	Placement Agency Agreement by and among the Company, A.G. Edwards & Sons, Inc. and Griffin Securities, Inc.
4.1*	Form of Common Stock Warrant being issued to the Investor.
5.1	Legal opinion of Wilson Sonsini Goodrich & Rosati P.C.
4.2*	Form of Common Stock Warrant being issued to the Placement Agents.

4.2	Form of Common Stock warrant being issued to the Placement Agents.
10.1*	Stock Purchase Agreement between the Registrant and the Investor.
23.1	Consent of Wilson Sonsini Goodrich & Rosati P.C. (included in Exhibit 5.1).
99.1*	Press release dated June 21, 2004.

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Security Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: June 23, 2004

8X8, INC.

By: /s/ JAMES SULLIVAN

James Sullivan
Chief Financial Officer, Vice President of Finance and Secretary
(Principal Financial and Accounting Officer)

June 23, 2004

8x8, Inc.
2445 Mission College Blvd.
Santa Clara, CA 95054

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We are acting as special counsel for 8x8, Inc., a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended, of (i) 4,800,00 shares of common stock of the Company, par value \$0.001 per share (the "Shares"), (ii) warrants (the "Warrants") to purchase 1,920,000 shares of common stock of the Company, par value \$0.001 per share (the "Warrant Shares") and (iii) the Warrant Shares, in each case pursuant to a Registration Statement on Form S-3 (No. 333-114133) (such Registration Statement, as it may be amended from time to time, is herein referred to as the "Registration Statement") and the related Prospectus and Prospectus Supplement filed with the Securities and Exchange Commission.

The Shares and the Warrants are to be sold to pursuant to a Securities Purchase Agreement dated June 21, 2004 (the "Purchase Agreement"), which Purchase Agreement has been filed as an exhibit to the Company's Current Report on Form 8-K filed on June 22, 2004. The Warrant Shares are to be sold from time to time upon exercise of the Warrants, the form of which has been filed as an exhibit to the Company's Current Report on Form 8-K filed June 22, 2004.

In connection with this opinion we have examined and relied upon the Registration Statement and related Prospectus included therein, the Prospectus Supplement filed with the Commission pursuant to Rule 424 under the Securities Act of 1933, as amended, the Company's Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, the Purchase Agreement, the form of Warrant, and such other instruments, documents and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed (a) the authenticity of original documents and the genuineness of all signatures, (b) the conformity to the originals of all documents submitted to us as copies, (c) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed and (d) the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

We are opining herein as to the effect on the subject transactions only of the General Corporation Law of the State of Delaware, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Delaware, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that:

1. The Shares have been duly authorized for issuance and, when issued and paid for in accordance with the terms and conditions of the Purchase Agreement, will be validly issued, fully paid and non-assessable.
2. The Warrants have been duly authorized for issuance and, when issued and paid for in accordance with the terms and conditions of the Purchase Agreement and duly executed and delivered by the Company, will constitute valid and legally binding obligations of the Company, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles.
3. The Warrant Shares have been duly authorized for issuance and, when issued and paid for in accordance with the provisions of the Warrants, will be validly issued, fully paid and non-assessable.

This opinion supercedes and replaces our opinion, dated April 12, 2004, and filed as Exhibit 5.1 to the Registration Statement, with respect to all matters relating to the issuance and validity of the Shares, the Warrants and the Warrant Shares.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Prospectus Supplement. In giving such consent, we do not believe that we are "experts" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations promulgated thereunder with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Sincerely,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

