SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287									
Estimated average burden										
hours per response:	0.5									

Check this box if no longer subject to 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

1. Name and Address of Reporting Person [*] MARTIN BRYAN R				2. Issuer Name and Ticker or Trading Symbol 8X8 INC /DE/ [EGHT]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
MARIINBR	<u>YAN K</u>				L		-			X	Director	10% 0	Dwner		
(Last) C/O 8X8, INC. 675 CREEKSID	(First) DE WAY	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 10/27/2020						X	Officer (give title below) Chief Techr	Other below ology Officer	′ I		
				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Indiv	6. Individual or Joint/Group Filing (Check Applicable				
(Street) CAMPBELL	СА	95008							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. Transact Date (Month/Day			-	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8) 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 a				5. Amount of Securities Beneficially Owned Following Reported	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)		(IIISU. 4)		
Common Stock 10/27/2				020		М		4,106	A	\$0 ⁽¹⁾	56,632	D			
Common Stock			10/28/2	020		S ⁽²⁾		1,495	D	\$15.7954	55,137	D			
Common Stock											430,800	I ⁽³⁾	Trust		

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 Exp		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				
Performance Stock Units	(1)	10/27/2020		М			4,106	(4)	10/23/2021	Common Stock	4,106	\$0	6,127	D	

Explanation of Responses:

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

2. Represents shares of common stock automatically sold to satisfy the reporting person's tax obligation in respect of the shares issued upon vesting of an equity award, as reported in the line above.

3. Through the Martin Family Trust Dated August 3, 2000.

4. As previously reported on a Form 4, the reporting person was awarded 12,254 performance share units (PSUs) on October 23, 2018, of which 50% were eligible to vest on each of the second and third anniversaries of the award date. The first installment of 6,127 shares vested at less than target, such that 4,106 shares became issuable.

Remarks:

Cheriese M. Dickman, Attorney-In-Fact for Bryan R

Martin

** Signature of Reporting Person Date

10/29/2020

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

 \ast 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.