FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person* MARTIN BRYAN R | | | | | r Name and Ticker INC /DE/ [E | | | ymbol | | ationship of Reporting c all applicable) Director Officer (give title | 10% (| | | |
|--|--|--------------|--|---|---|---|------------------------|------------------------------|-------------------------|--|---|---|---|--|
| (Last) C/O 8X8 INC 2125 O'NEL DI | | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/20/2018 | | | | | | | below) ` | | below) | |
| (Street) SAN JOSE (City) | | 4. If Am | endment, Date of (| Original | Filed | (Month/Day/Ye | 6. Indiv Line) X | -7 | | | | | | |
| | | Table I - No | n-Deriva | ative S | ecurities Acq | uired, | Dis | posed of, o | or Ben | eficially | 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 Disposed Of | Acquired (D) (Instr. | (A) or 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following | 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 | Reported Transaction(s) (Instr. 3 and 4) | | (instr. 4) | |
| Common Stock | | | 09/20/ | /2018 | | M ⁽¹⁾ | | 6,448 | Α | \$0 | 860,864 | D | | |
| Common Stock | | | 09/20/ | /2018 | | F ⁽²⁾ | | 3,246 | D | \$21.75 | 857,618 | D | | |
| Common Stock | | | 09/20/ | /2018 | | M ⁽³⁾ | | 7,249 | A | \$0 | 864,867 | D | | |
| Common Stock | | | 09/20/ | /2018 | | F ⁽²⁾ | | 3,649 | D | \$21.75 | 861,218 | D | | |
| Common Stock | | | 09/20/ | /2018 | | M ⁽³⁾ | | 7,249 | A | \$0 | 868,467 | D | | |
| Common Stock | | | 09/20/ | /2018 | | F ⁽²⁾ | | 3,649 | D | \$21.75 | 864,818 | D | | |
| Common Stock | | | 09/22/ | /2018 | | M ⁽⁴⁾ | | 9,282 | A | \$0 | 874,100 | D | | |
| Common Stock | | | 09/22/ | /2018 | | F ⁽²⁾ | | 4,673 | D | \$21.2 | 869,427 | D | | |
| Common Stock | | | 09/22/ | /2018 | | M ⁽⁵⁾ | | 14,020 | A | \$0 | 883,447 | D | | |
| Common Stock | | | 09/22/ | /2018 | | F ⁽²⁾ | | 7.059 | D | \$21.2 | 876,388 | 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) | 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) | 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 | | (Instr. 4) | | |
| Restricted Stock Unit | (6) | 09/20/2018 | | M ⁽¹⁾ | | | 6,448 | (7) | 09/20/2020 | Common Stock | 6,448 | \$0 | 869,940 | D | |
| Restricted Stock Unit | (6) | 09/20/2018 | | J ⁽⁸⁾ | | 2,445 | | 09/20/2018 | 09/20/2018 | Common stock | 2,445 | \$0 | 872,385 | D | |
| Restricted Stock Unit | (6) | 09/20/2018 | | M ⁽³⁾ | | | 7,249 | (9) | 09/20/2019 | Common Stock | 7,249 | \$0 | 865,136 | D | |
| Restricted Stock Unit | (6) | 09/20/2018 | | J ⁽¹⁰⁾ | | 2,445 | | 09/20/2018 | 09/20/2018 | Common Stock | 2,445 | \$0 | 867,581 | D | |
| Restricted Stock Unit | (6) | 09/20/2018 | | M ⁽³⁾ | | | 7,249 | (9) | 09/20/2020 | Common Stock | 7,249 | \$0 | 860,332 | D | |
| Restricted Stock Unit | (6) | 09/22/2018 | | M ⁽⁴⁾ | | | 9,282 | (11) | 09/22/2019 | Common Stock | 9,282 | \$0 | 851,050 | D | |
| Restricted Stock Unit | (6) | 09/22/2018 | | J ⁽¹²⁾ | | 7,010 | | 09/22/2018 | 09/22/2018 | Common Stock | 7,010 | \$0 | 858,060 | D | |
| Restricted Stock Unit | (6) | 09/22/2018 | | M ⁽⁵⁾ | | | 14,020 | (13) | 09/22/2018 | Common Stock | 14,020 | \$0 | 844,040 | D | |

Explanation of Responses:

- 1. 6,448 Restricted Stock Units became fully vested and have been converted to Common Stock.
- 2. Payment of tax liability by withholding securities incident to vesting of restricted stock units.
- 3. 7,249 Restricted Stock Units became fully vested and have been converted to Common Stock.
- 4. 9,282 Restricted Stock Units became fully vested and have been converted to Common Stock.
- 5. 14,020 Restricted Stock Units became fully vested and have been converted to Common Stock.

- 6. Each restricted sock unit represents a contingent right to receive on share of EGHT common stock.
- 7. This award vests at the rate of one-fourth of such shares at September 20, 2017, one-fourth of such shares at September 20, 2018, one-fourth of such shares at September 20, 2020.
- 8. As previously reported on a Form 4, the Reporting person was awarded 9,608 performance share units (PSUs) on September 20, 2016, of which 50% were eligible to vest on each of the second and third anniversaries of the award date. On September 20, 2018, the first installment of 4,804 PSUs vested at 150.9% of target, such that 7,249 shares became issuable. Of these shares 3,600 were issued to the reporting person and the remaining 3,649 were withheld to pay the associated tax liability. The 2,445 units reported in Table II correspond to the additional shares issued in excess of 4,804 share target for the first vesting installment
- 9. RSUs vest (1) 50% on September 20, 2018 and (2) 50% on September 20, 2019, in each case subject to performance of 8x8's common stock relative to the Russell 2000 Index during the period from grant date through such vesting date. A 2x multiplier will be applied to the total shareholder returns (TSR) for each 1% of positive or negative relative TSR, and the number of shares eamed will increase or decrease by 2% of the target number shown in table. In the event 8x8's common stock performance is below negative 30%, relative to the benchmark, no shares will be issued. Maximum number of shares issuable is two times the number shown in the table.
- 10. As previously reported on a Form 4, the reporting person was awarded 9,608 performance share units (PSUs) on September 26, 2016, of which 50% were eligible to vest on each of the second and third anniversaries of the award date. On September 20, 2018, the first installment of 4,804 PSUs vested at 150.9 % of target, such that 7,249 shares became issuable. Of these shares, 3,600 were issued to the reporting person and the remaining 3,649 were withheld to pay the associated tax liability. The 2,445 units reported in Table II correspond to the additional shares issued in excess of 4,804 share target for the first vesting installment.
- 11. This award vests at the rate of one-fourth of such shares at September 22, 2016, one-fourth of such shares at September 22, 2017, one-fourth of such shares at September 22, 2018 and one-fourth of such shares at September 22, 2019.
- 12. As previously reported on a Form 4, the reporting person was awarded 14,020 performance share units (PSUs) on September 22, 2015, of which 50% were eligible to vest on each of the second and third anniversaries of the award date. On September 22, 2018, the second installment of 7,010 PSUs vested at 200.0% of target, such that 14,020 shares became issuable. Of these shares, 6,961 were issued to the reporting person and the remaining 7,059 were withheld to pay the associated tax liability. The 7,010 units reported in Table II correspond to the additional shares issued in excess of 7,010 share target for the second vesting installment.
- 13. RSUs vest (1) 50% on September 22, 2017 and (2) 50% on September 27, 2018, in each case subject to performance of 8x8's common stock relative to the Russell 2000 Index during the period from grant date through such vesting date. A 2x multiplier will be applied to the total shareholder returns (TSR) for each 1% of positive or negative relative TSR, and the number of shares earned will increase or decrease by 2% of the target number shown in table. In the event 8x8's common stock performance is below negative 30%, relative to the benchmark, no shares will be issued. Maximum number of shares issuable is two times the number shown in the table.

<u>/s/ Bryan R. Martin</u> 09/24/2018

** 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.

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