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).

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

OMB APPROVAL

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E	stimated average burd	en
h	ours per response:	0.5

1. Name and Add <u>MARTIN B</u>	1 0	Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>8X8 INC /DE/</u> [EGHT]		ionship of Reporting Pe all applicable) Director	erson(s) to Issuer 10% Owner			
(Loot) (Eirot)			3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)			
(Last) (First) (Middle) C/O 8X8 INC		(Midale)	07/30/2015		Chief Technolog	gy Officer			
2125 O'NEL DRIVE									
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicabl				
(Street)				Line)	Form filed by One Re	porting Borcon			
SAN JOSE	CA	95131			, , ,	0			
					Form filed by More that Person	an One Reporting			
(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)	Code (Instr.		4. Securities Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	07/30/2015		M ⁽¹⁾		97,200	A	\$1.79	1,165,110	D		
Common Stock	07/30/2015		S		97,200	D	\$8.488	1,067,910	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)		of E		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				
Employee Stock Option (right to buy)	\$1.79	07/30/2015		M ⁽¹⁾			97,200	(2)	08/23/2015	Common Stock	97,200	\$0	1,067,910	D	

Explanation of Responses:

1. The employee stock option (right to buy) is due to expire on August 23, 2015.

2. This option becomes exercisable at the rate of one forty-eighth of the shares on 9/23/2005 and at the end of each full month thereafter.

<u>/s/ Bryan R. Martin</u>

<u>07/31/2015</u>

Date

** Signature of Reporting Person

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.