

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MARTIN BRYAN R</u> (Last) (First) (Middle) C/O 8X8, INC 2125 O'NEIL DRIVE (Street) SAN JOSE CA 95131 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>8X8 INC /DE/ [EIGHT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Chief Technology Officer
	3. Date of Earliest Transaction (Month/Day/Year) 09/19/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock								286,888 ⁽¹⁾	D	
Common Stock	09/19/2019		M ⁽²⁾		4,693	A	\$0	148,533	I ⁽³⁾	Trust
Common Stock	09/19/2019		F ⁽⁴⁾		2,128	D	\$23.89	146,405	I ⁽³⁾	Trust
Common Stock	09/19/2019		M ⁽⁵⁾		7,694	A	\$0	154,099	I ⁽³⁾	Trust
Common Stock	09/19/2019		M ⁽⁵⁾		7,694	A	\$0	161,793	I ⁽³⁾	Trust
Common Stock	09/19/2019		F ⁽⁵⁾⁽⁶⁾		6,978	D	\$23.89	154,815	I ⁽³⁾	Trust
Common Stock	09/20/2019		M ⁽⁷⁾		6,448	A	\$0	161,263	I ⁽³⁾	Trust
Common Stock	09/20/2019		F ⁽⁴⁾		2,924	D	\$23.42	158,339	I ⁽³⁾	Trust
Common Stock	09/20/2019		M ⁽⁸⁾		4,804	A	\$0	163,143	I ⁽³⁾	Trust
Common Stock	09/20/2019		M ⁽⁸⁾		4,804	A	\$0	167,947	I ⁽³⁾	Trust
Common Stock	09/20/2019		F ⁽⁶⁾⁽⁸⁾		4,357	D	\$23.42	163,590	I ⁽³⁾	Trust
Common Stock	09/20/2019		M ⁽⁹⁾		4,804	A	\$0	168,394	I ⁽³⁾	Trust
Common Stock	09/20/2019		M ⁽⁹⁾		4,804	A	\$0	173,198	I ⁽³⁾	Trust
Common Stock	09/20/2019		F ⁽⁶⁾⁽⁹⁾		4,837	D	\$23.42	168,361	I ⁽³⁾	Trust
Common Stock	09/22/2019		M ⁽¹⁰⁾		9,282	A	\$0	177,643	I ⁽³⁾	Trust
Common Stock	09/22/2019		F ⁽⁴⁾		4,492	D	\$23.42	173,151	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. 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) (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
Restricted Stock Unit	(11)	09/19/2019		M ⁽²⁾			4,693	09/19/2018 ⁽¹²⁾	09/19/2021	Common Stock	4,693	\$0	9,386	D	
Performance Stock Units	(11)	09/19/2019		M			7,694	09/19/2019 ⁽⁵⁾	09/19/2020	Common Stock	7,694	\$0	7,694	D	
Restricted Stock Unit	(11)	09/20/2019		M ⁽⁷⁾			6,448	09/20/2017 ⁽¹³⁾	09/20/2020	Common Stock	6,448	\$0	6,448	D	
Performance Stock Units	(11)	09/20/2019		M			4,804	09/20/2018 ⁽⁶⁾	09/20/2019	Common Stock	4,804	\$0	0	D	
Performance Stock Units	(11)	09/20/2019		M			4,804	(9)	09/20/2019	Common Stock	4,804	\$0	0	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. 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) (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 Unit	(11)	09/22/2019		M ⁽¹⁰⁾			9,282	09/22/2016 ⁽¹⁴⁾	09/22/2019	Common Stock	9,282	\$0	0	D	

Explanation of Responses:

- Includes 194 shares purchased on January 31, 2019 and 190 shares purchased on July 31, 2019 pursuant to the company's Employee Stock Purchase Plan (ESPP).
- 4,693 Restricted Stock Units became fully vested and have been converted to Common Stock.
- Through the Martin Family Trust Dated August 3, 2000.
- Payment of tax liability by withholding securities incident to vesting of restricted stock units.
- As previously reported on a Form 4, the reporting person was awarded 15,388 performance share units (PSUs) on September 19, 2017, of which 50% were eligible to vest on each of the second and third anniversaries of the award date. On September 19, 2019, the first installment of 7,694 PSUs vested at 200% of target, such that 15,386 shares became issuable. Of these 8,410 were issued to the reporting person and the remaining 6,978 were withheld to pay the associated tax liability. The 7,694 shares of common stock reported in Table I correspond to the additional shares issued in excess of 7,694 share target for the first vesting installment.
- Payment of tax liability by withholding securities incident to vesting of performance stock units.
- 6,448 Restricted Stock Units became fully vested and have been converted to Common Stock.
- 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, 2019, the second installment of 4,804 PSUs vested at 200% of target, such that 9,608 shares became issuable. Of these 5,251 were issued to the reporting person and the remaining 4,357 were withheld to pay the associated tax liability. The 4,804 shares of common stock reported in Table I correspond to the additional shares issued in excess of 4,804 share target for the second vesting installment.
- 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 September 20, 2018 and September 20, 2019 of the award date. On September 20, 2019, the second installment of 4,804 PSUs vested at 200% of target, such that 9,608 shares became issuable. Of these 4,771 were issued to the reporting person and the remaining 4,837 were withheld to pay the associated tax liability. The 4,804 shares of common stock reported in Table I correspond to the additional shares issued in excess of 4,804 share target for the second vesting installment.
- 9,282 Restricted Stock Units became fully vested and have been converted to Common Stock.
- Right to receive one or more shares of EGHT Common Stock.
- This award vests at the rate of one-fourth of such shares at September 19, 2018, one-fourth of such shares at September 19, 2019, one-fourth of such shares at September 19, 2020 and one-fourth of such shares at September 19, 2021.
- This award vests at the rate of one-fourth of such shares at September 17, 2017, one-fourth of such shares at September 17, 2018, one-fourth of such shares at September 17, 2019 and one-fourth of such shares at September 17, 2020.
- 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.

Remarks:

Sheryl Andersen, Attorney-in-Fact for Bryan R. Martin 09/23/2019

** 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.

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