

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM S-8  
REGISTRATION STATEMENT**

*UNDER  
THE SECURITIES ACT OF 1933*



**8x8, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**77- 0142404**  
(IRS Employer  
Identification No.)

2125 O'Nel Drive  
San Jose, CA 95131  
(408) 727-1885

(Address of Principal Executive Offices) (Zip Code)

8x8, Inc. Amended and Restated 1996 Employee Stock Purchase Plan

(Full Title of the Plan)

Matt Zinn  
Senior Vice President, General Counsel, Secretary, & Chief Privacy Officer  
8x8, Inc.  
2125 O'Nel Drive  
San Jose, CA 95131

(Name and Address of Agent For Service)

(408) 727-1885

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
Emerging Growth company  (Do not check if a smaller reporting company)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
<b>Common Stock, par value \$0.001 per share</b>				
Issued under the 8x8, Inc. Amended and Restated 1996 Employee Stock Purchase Plan	500,000	\$19.58	\$9,790,000	\$1186.55
<b>TOTAL:</b>	500,000	\$19.58	\$9,790,000	\$1186.55

- (1) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of shares of common stock that may be offered or issued by reason of stock splits, stock dividends or similar transactions.
- (2) Estimated solely for purposes of calculating the amount of the registration fee pursuant to Rule 457(c) and (h)(1) under the Securities Act. The computation is based upon 85% of the average of the high and low prices of the registrant's Common Stock as reported on the New York Stock Exchange on May 16, 2019.

**This Registration Statement will become effective upon filing in accordance with Rule 462 under the Securities Act.**

**Proposed sales to take place as soon after the effective date of the Registration Statement as awards under the above named plan are granted, exercised and/or distributed.**

**INFORMATION REQUIRED PURSUANT  
TO GENERAL INSTRUCTION E TO FORM S-8**

**Explanatory Note**

This Registration Statement is being filed by 8x8, Inc. (the “Registrant”) relating to 365,555 shares of its common stock, \$0.001 par value per share (the “Common Stock”) issuable to eligible individuals under the Registrant’s Amended and Restated 1996 Employee Stock Purchase Plan (the “Plan”), such shares which are in addition to the (a) 500,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 9, 1997 (File No. 333-30943), (b) 70,560 shares of Common Stock registered on the Registrant’s Form S-8 filed on April 20, 1998 (File No. 333-50519), (c) 500,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 30, 2001 (File No. 333-66296), (d) 648,984 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 30, 2001 (File No. 333-15627); (e) 416,589 shares of Common Stock registered on the Registrant’s Form S-8 filed on June 10, 2002 (File No. 333-90172), (f) 189,575 shares of Common Stock registered on the Registrant’s Form S-8 filed on August 30, 2004 (File No. 333-118642), (g) 43,220 shares of Common Stock registered on the Registrant’s Form S-8 filed on July 1, 2005 (File No. 333-126337), (h) 118,535 shares of Common Stock registered on the Registrant’s Form S-8 filed on September 26, 2006 (File No. 333-137599), (i) 707,387 shares of Common Stock registered on the Registrant’s Form S-8 filed on June 19, 2013 (File No. 333-189452), (j) 282,062 shares of Common Stock registered on the Registrant’s Form S-8 filed on May 27, 2014 (File No. 333-196275), (k) 306,248 shares of Common Stock registered on the Registrant’s Form S-8 filed on May 29, 2015 (File No. 333-204583), (l) 365,555 shares of Common Stock registered on the Registrant’s Form S-8 filed on June 22, 2016 (File No. 333-212163), (m) 295,931 shares of Common Stock registered on the Registrant’s Form S-8 filed on June 2, 2017 (File No. 333-218472) and (n) 500,000 shares of Common Stock registered on the Registrant’s Form S-8 filed on June 1, 2018 (File No. 333-225388), (collectively the “Prior Registration Statements”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with Instruction E to Form S-8 regarding the registration of additional securities. Accordingly, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the registrant with the SEC are hereby incorporated by reference in this registration statement:

1. The registrant’s Annual Report on Form 10-K for the fiscal year ended March 31, 2019, filed with the SEC on May 21, 2019;
2. All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), since March 31, 2019; and
3. The description of the registrant’s capital stock filed as Exhibit 4.1 to its Annual Report on Form 10-K for the fiscal year ended March 31, 2019, filed with the SEC on May 21, 2019.

In addition, all documents filed by the registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this registration statement and prior to the filing of a post-effective amendment, which indicates that all securities offered have been sold or which deregisters all of such securities then remaining unsold, are deemed to be incorporated by reference in this registration statement and to be a part hereof from the respective dates of filing of such documents. Any statement contained in this registration statement or in a document

incorporated by reference shall be deemed modified or superseded to the extent that a statement contained in any subsequently filed document which also is or is deemed to be incorporated by reference herein or therein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof, except as so modified or superseded.

**Item 8. Exhibits.**

<u>Exhibit</u>	<u>Description</u>
5.1	<a href="#">Opinion of Pillsbury Winthrop Shaw Pittman LLP.</a>
10.1 (1)	<a href="#">Second Amended and Restated 1996 Employee Stock Purchase Plan.</a>
23.1	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).
23.2	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>
24.1	Power of Attorney (included in signature pages to this registration statement).

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(1) Incorporated by reference to Exhibit 10.4 to the registrant's Form 10-K filed May 30, 2017 (File No. 333-00021783).

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Jose, State of California, on the 21st day of May 2019.

8x8, Inc.

By: /s/ Steven Gatoff  
Steven Gatoff  
Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Vikram Verma and Steven Gatoff, and each one of them, acting individually and without the other, as his or her true and lawful attorney-in-fact and agent, each with full power of substitution, for him and in his or her name, place and stead in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact or his substitute or substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ VIKRAM VERMA</u> Vikram Verma	Chief Executive Officer and Director (Principal Executive Officer)	May 21, 2019
<u>/s/ STEVEN GATOFF</u> Steven Gatoff	Chief Financial Officer (Principal Financial and Accounting Officer)	May 21, 2019
<u>/s/ BRYAN R. MARTIN</u> Bryan R. Martin	Chairman, Director and Chief Technology Officer	May 21, 2019
<u>/s/ ERIC SALZMAN</u> Eric Salzman	Director	May 21, 2019
<u>/s/ IAN POTTER</u> Ian Potter	Director	May 21, 2019
<u>/s/ JASWINDER PAL SINGH</u> Jaswinder Pal Singh	Director	May 21, 2019
<u>/s/ VLADIMIR JACIMOVIC</u> Vladimir Jacimovic	Director	May 21, 2019
<u>/s/ MONIQUE BONNER</u> Monique Bonner	Director	May 21, 2019

Pillsbury Winthrop Shaw Pittman LLP  
2550 Hanover Street  
Palo Alto, CA 94304

May 21, 2019

8x8, Inc.  
2125 O'Nel Drive  
San Jose, CA 95131

Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel for 8x8, Inc., a Delaware corporation (the "Company"), in connection with the registration statement on Form S-8 (the "Registration Statement") relating to the registration under the Securities Act of 1933 (the "Securities Act") an aggregate of 500,000 shares of the Company's common stock, \$0.001 par value per share (the "Shares"), issuable pursuant to the Company's Amended and Restated 1996 Employee Stock Purchase Plan, as amended (the "Plan").

We have reviewed and are familiar with such corporate proceedings and other matters as we have deemed necessary for this opinion.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized, and when issued and sold in accordance with the Plan, will be validly issued, fully paid and nonassessable. This opinion is limited to matters governed by the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Yours very truly,

s/Pillsbury Winthrop Shaw Pittman LLP

Pillsbury Winthrop Shaw Pittman LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement (Form S-8) of 8x8, Inc. pertaining to the 8x8, Inc. pertaining to the 8x8, Inc. Amended and Restated 1996 Employee Stock Purchase Plan of our report dated May 21, 2019, relating to the consolidated financial statements of 8x8, Inc., and the effectiveness of internal control over financial reporting of 8x8, Inc., included in its Annual Report (Form 10-K) for the year ended March 31, 2019, filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

San Francisco, California

May 22, 2019