

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
September 29, 2004



8x8, Inc.

8X8, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State of other jurisdiction of incorporation)

000-21783

(Commission File Number)

77-0142404

(I.R.S. Employer Identification Number)

**2445 Mission College Blvd.
Santa Clara, CA 95054**

(Address of principal executive offices including zip code)

(408) 727-1885

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On September 29, 2004, 8x8, Inc. entered into a stock purchase agreement to sell 3,508,772 shares of common stock at a price of \$3.42 per share and warrants to purchase 1,403,509 shares at an exercise price of \$4.10 per share under its shelf registration statement (File No. 333-114133), as amended, and as supplemented by a prospectus supplement dated September 29, 2004. The Registrant expects that delivery of the shares of common stock and warrants will be made to the investor on or about September 30, 2004.

A copy of the press release related to this common stock and warrant issuance is attached to this report as Exhibit 99.1 and is incorporated herein by this reference. Also attached as exhibits to this report are the form of stock purchase agreement and common stock warrant that the Registrant entered into with the investor, the placement agency and registration rights agreements the Registrant entered into with AG & Edwards & Sons, Inc. & Griffin Securities, Inc. (the "Placement Agents"), and the form of common stock warrant issued to the Placement Agents.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

The exhibits listed below are being furnished with this Form 8-K.

Exhibit No.

Description

1.1*

- Placement Agency Agreement between the Registrant and AG Edwards & Sons, Inc. and Griffin Securities, Inc.
- 4.1* Registration Rights Agreement between the Registrant and AG Edwards & Sons, Inc. and Griffin Securities, Inc.
- 4.2* Form of Stock Purchase Agreement between the Registrant and the Investor
- 4.3* Form of Common Stock Warrant issued to the Investor by the Registrant
- 4.4* Side Letter dated September 30, 2004 between the Registrant and the Investor to amend the warrant dated June 23, 2004
- 4.5* Form of Common Stock Warrant issued to the Placement Agents
- 5.1 Legal opinion of Gray Cary Ware & Friedenrich LLP regarding the validity of the shares issued in the offering
- 99.1* Press release dated September 29, 2004

*Previously Filed

SIGNATURES

Pursuant to the requirements of the Security Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: October 4, 2004

8X8, INC.

By: /s/ JAMES SULLIVAN

James Sullivan
*Chief Financial Officer, Vice President of Finance and Secretary
 (Principal Financial and Accounting Officer)*

Exhibit Index

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October 1, 2004

8x8, Inc.
2445 Mission College Blvd.
Santa Clara, CA 95054

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We are acting as special counsel for 8x8, Inc., a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended, of (i) 3,508,772 shares of common stock of the Company, par value \$0.001 per share (the "Shares"), (ii) warrants (the "Warrants") to purchase 1,403,509 shares of common stock of the Company, par value \$0.001 per share (the "Warrant Shares") and (iii) the Warrant Shares, in each case pursuant to a Registration Statement on Form S-3 (No. 333-114133) (such Registration Statement, as it may be amended from time to time, is herein referred to as the "Registration Statement") and the related Prospectus and Prospectus Supplement filed with the Securities and Exchange Commission.

The Shares and the Warrants are to be sold to pursuant to a Securities Purchase Agreement dated September 29, 2004 (the "Purchase Agreement"), which Purchase Agreement has been filed as an exhibit to the Company's Current Report on Form 8-K filed on October 1, 2004. The Warrant Shares are to be sold from time to time upon exercise of the Warrants, the form of which has been filed as an exhibit to the Company's Current Report on Form 8-K filed October 1, 2004.

In connection with this opinion we have examined and relied upon the Registration Statement and related Prospectus included therein, the Prospectus Supplement filed with the Commission pursuant to Rule 424 under the Securities Act of 1933, as amended, the Company's Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, the Purchase Agreement, the form of Warrant, and such other instruments, documents and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed (a) the authenticity of original documents and the genuineness of all signatures, (b) the conformity to the originals of all documents submitted to us as copies, (c) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed and (d) the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

We are opining herein as to the effect on the subject transactions only of the General Corporation Law of the State of Delaware, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Delaware, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that:

1. The Shares have been duly authorized for issuance and, when issued and paid for in accordance with the terms and conditions of the Purchase Agreement, will be validly issued, fully paid and non-assessable.
2. The Warrants have been duly authorized for issuance and, when issued and paid for in accordance with the terms and conditions of the Purchase Agreement and duly executed and delivered by the Company, will constitute valid and legally binding obligations of the Company, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles.
3. The Warrant Shares have been duly authorized for issuance and, when issued and paid for in accordance with the provisions of the Warrants, will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Prospectus Supplement. In giving such consent, we do not believe that we are "experts" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations promulgated thereunder with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Very truly yours,

