

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>RIVERVIEW GROUP LLC</u>  (Last) (First) (Middle) <u>C/O MILLENNIUM MANAGEMENT, LLC</u> <u>666 FIFTH AVENUE</u>  (Street) <u>NEW YORK NY 10103</u>  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/21/2004</u>	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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, par value \$0.001 per share ("Common Stock")	06/24/2004		S		85,000	D	\$2.6	4,453,400 <sup>(1)(2)</sup>	D <sup>(1)(2)</sup>	
Common Stock	06/25/2004		S		45,500	D	\$2.47	4,407,900 <sup>(1)(2)</sup>	D <sup>(1)(2)</sup>	
Common Stock	06/25/2004		S		56,250	D	\$2.47	4,351,650 <sup>(1)(2)</sup>	D <sup>(1)(2)</sup>	

**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)		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)					

1. Name and Address of Reporting Person\*  
RIVERVIEW GROUP LLC  
 (Last) (First) (Middle)  
C/O MILLENNIUM MANAGEMENT, LLC  
666 FIFTH AVENUE  
 (Street)  
NEW YORK NY 10103  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MILLENNIUM MANAGEMENT LLC  
 (Last) (First) (Middle)  
666 FIFTH AVE  
 (Street)  
NEW YORK NY 10103-0899  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MILLENNIUM HOLDING GROUP LP

(Last)	(First)	(Middle)
666 FIFTH AVE		
(Street)		
NEW YORK	NY	10103-0899
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

ENGLANDER ISRAEL A

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(Last)	(First)	(Middle)
C/O MILLENNIUM MANAGEMENT LLC		
666 FIFTH AVENUE		
(Street)		
NEW YORK	NY	10103
(City)	(State)	(Zip)

**Explanation of Responses:**

- 1. These securities are owned directly by Riverview Group, LLC, a Delaware limited liability company.
- 2. Each of the Reporting Persons disclaims any beneficial ownership of the shares of Common Stock owned by another Reporting Person to the extent such beneficial ownership exceeds such Reporting Person's pecuniary interest.

**Remarks:**

RIVERVIEW GROUP, LLC By: Millennium Holding Group, L.P., its sole member By: Millennium Management, LLC, its general partner

/s/ Terry Feeney, Chief  
Operating Officer                      06/28/2004

\*\* 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.

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.

Joint Filer Information

Name: MILLENNIUM HOLDING GROUP, L.P.

Address: c/o Millennium Management, LLC  
666 5th Avenue  
New York, New York 10103

Designated Filer: Riverview Group, LLC

Issuer: 8x8, Inc.

Date of Event Requiring Statement: June 28, 2004

Signature: MILLENNIUM HOLDING GROUP, L.P.

By: Millennium Management, LLC  
its general partner

By: /s/ Terry Feeney  
-----  
Name: Terry Feeney  
Title: Chief Operating Officer

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Joint Filer Information

Name: MILLENNIUM MANAGEMENT, LLC

Address: 666 5th Avenue  
New York, New York 10103

Designated Filer: Riverview Group, LLC

Issuer: 8x8, Inc.

Date of Event Requiring Statement: June 28, 2004

Signature: MILLENNIUM MANAGEMENT, LLC

By: /s/ Terry Feeney  
-----  
Name: Terry Feeney  
Title: Chief Operating Officer

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Joint Filer Information

Name: Israel A. Englander

Address: c/o Millennium Management, LLC  
666 5th Avenue  
New York, New York 10103

Designated Filer: Riverview Group, LLC

Issuer: 8x8, Inc.

Date of Event Requiring Statement: June 28, 2004

Signature:

/s/ Israel A. Englander  
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Israel A. Englander