

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

FORM 8-K

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

**March 3, 2005**

**Date of Report (Date of earliest event reported):**



**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)*

**3151 Jay Street  
Santa Clara, CA 95054**

*(Address of principal executive offices including zip code)*

**(408) 727-1885**

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former Name or Former Address, if Changed Since Last Report)*

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 March 3, 2005, 8x8, Inc. entered into subscription agreements to sell 6,897,618 shares of common stock at a price of \$2.10 per share under its shelf registration statement (File No. 333-114133), as amended, and as supplemented by a prospectus supplement dated March 3, 2005. The Registrant expects that delivery of the shares of common stock will be made to the investors on March 8, 2005.

A copy of the press release related to this common stock issuance is attached to this report as Exhibit 99.1 and is incorporated herein by this reference.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits.

The exhibit listed below is being furnished with this Form 8-K.

99.1 Press Release dated March 4, 2005.

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## SIGNATURES

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

Date: March 4, 2005

8X8, INC.

By: /s/ JAMES SULLIVAN

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

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## INDEX TO EXHIBITS

<u>Exhibit</u>	<u>Description</u>
99.1*	<a href="#">Press release dated March 4, 2005</a>

\* Also provided in [PDF format](#) as a courtesy.

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## 8x8 Enters into Agreements for \$14.5 Million Sale of Common Stock

SANTA CLARA, Calif., March 4, 2005 ¼ 8x8, Inc. (Nasdaq: EGHT) today announced that it has agreed to sell 6,897,618 shares of common stock to institutional investors at a purchase price of \$2.10 per share for aggregate proceeds of approximately \$14.5 million before placement fees and other offering expenses. The transaction is expected to close and fund on or about Tuesday, March 8, 2005. The net proceeds of approximately \$13.5 million from the offering will be used to provide additional working capital and for general corporate purposes.

A.G. Edwards and Griffin Securities acted as placement agents for the offering. The shares in this offering are being issued under a shelf registration statement previously filed with and declared effective by the Securities and Exchange Commission. A prospectus supplement related to the offering will be filed with the Securities and Exchange Commission.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

### About 8x8, Inc.

VoIP (voice over internet protocol) service provider 8x8, Inc. offers internet-based telephony solutions ([www.packet8.net](http://www.packet8.net)) for individual residential and business users as well as small to medium sized business organizations. In addition to regular Packet8 VoIP service plans, priced as low as \$19.95 per month for unlimited anytime calling to the U.S. and Canada, 8x8 now offers the Packet8 DV 326 VideoPhone, the industry's first stand alone broadband consumer videophone. Packet8 Virtual Office, 8x8's VoIP system for small to medium sized businesses, is a hosted PBX solution comprised of powerful business class features. For additional company information, visit 8x8's web site at [www.8x8.com](http://www.8x8.com).

### Forward Looking Statement

This news release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, without limitation, statements relating to the receipt of funding from the investors and the use of the net proceeds from the offering. Investors are cautioned that these statements involve risks and uncertainties, and actual results could be materially different from those discussed in this news release. These risks include the risk that the funding is not received from the investors in a timely manner or at all. Further information on factors that could affect the actual results of 8x8, Inc. are included in 8x8, Inc.'s Quarterly Report on Form 10-Q for the quarter ended December 31, 2004, which is on file with the Securities and Exchange Commission. 8x8 does not assume any obligation to revise or update any forward-looking statements contained in this press release that become untrue because of subsequent events.

For additional company information, visit 8x8's web site at [www.8x8.com](http://www.8x8.com).

NOTE: 8x8, the 8x8 logo, Packet8, the Packet8 logo and Packet8 Virtual Office are trademarks of 8x8, Inc.

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### MEDIA RELATIONS CONTACT:

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