

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 | |
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|--|---|--|
| 1. Name and Address of Reporting Person* <u>REES HUW A</u> (Last) (First) (Middle) <u>C/O 8X8 INC</u> <u>2125 O'NEL DRIVE</u> (Street) <u>SAN JOSE CA 95131</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP of Business Development</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/28/2013</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 | | | |
| Stock Purchase Rights | 05/28/2013 | | F ⁽¹⁾ | | 127 | D | \$7.84 | 703,957 | 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 |
| Employee Stock Option (right to buy) | \$1.722 | 05/28/2013 | | S ⁽²⁾ | | | 32,015 | (3) | 09/17/2013 | Common Stock | 32,015 | \$0 | 671,942 | D | |
| Employee Stock Option (right to buy) | \$1.722 | 05/29/2013 | | S ⁽²⁾ | | | 71,984 | (3) | 09/17/2013 | Common Stock | 71,984 | \$0 | 599,958 | D | |
| Employee Stock Option (right to buy) | \$1.722 | 05/30/2013 | | S ⁽²⁾ | | | 21,001 | (3) | 09/17/2013 | Common Stock | 21,001 | \$0 | 578,957 | D | |

Explanation of Responses:

- Payment of tax liability by withholding securities incident to vesting of stock purchase rights.
- The employee stock option (right to buy) was due to expire on September 17, 2013.
- This option becomes exercisable at the rate one forty-eighth of the shares on 9/17/2003 and at the end of each full month thereafter.

/s/ Huw Rees

05/30/2013

** 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.