
 OMB APPROVAL

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 FORM 5

/ / Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)
 / / Form 3 Holdings Reported
 / / Form 4 Transactions Reported

U.S. SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549
 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Noonen Michael			8x8, Inc. - EGHT		Director 10% Owner	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)		4. Statement for Month/Year	
2445 Mission College Blvd.					March 25, 1999	
(Street)					5. If Amendment, Date of Original (Month/Year)	
Santa Clara California 95054					X Officer (give title below) Other (specify below)	
(City)	(State)	(Zip)			Vice President Strategic Marketing & Business Development	
					7. Individual or Joint/Group Filing (Check Applicable Line)	
					X Form filed by One Reporting Person	
					Form filed by More than One Reporting Person	

 TABLE I -- NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (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 at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price		
Common Stock						D	
					128,767(1)(2)(3)		

 *If the form is filed by more than one reporting person, see Instruction 4(b)(v).

- (1) Includes Shares acquired under the 8x8, Inc. Employee Stock Purchase Plan.
- (2) Includes 14,584 shares which may be subject to a right of repurchase in favor of 8x8, Inc. The right of repurchase lapses on a monthly basis through May 21, 2000 as long as Mr. Noonan remains an employee or consultant of the Company.
- (3) Includes 17,939 shares which may be subject to a right of repurchase in favor of 8x8, Inc. The right of repurchase lapses on a monthly basis through June 24, 2000 as long as Mr. Noonan remains an employee or consultant of the Company.

FORM 5 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES 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)	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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
				(A)	(D)	Exercisable	Expiration Date		
Employee Stock Option (right to buy)	\$4.50	7/20/98	A	25,000		(4)	7/20/2008	Common Stock	25,000
Employee Stock Option (right to buy)	\$6.80	9/2/98	D(5)	30,000		(6)	6/23/2007	Common Stock	30,000
Employee Stock Option (right to buy)	\$2.82	9/2/98	A	30,000		(7)	6/23/2007	Common Stock	30,000
Employee Stock Option (right to buy)	\$4.50	9/2/98	D(5)	25,000		(4)(8)	7/20/2008	Common Stock	25,000
Employee Stock Option (right to buy)	\$2.82	9/2/98	A	25,000		(7)	7/20/2008	Common Stock	25,000

1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Employee Stock Option (right to buy)		D	
Employee Stock Option (right to buy)	-0-	D	
Employee Stock Option (right to buy)		D	
Employee Stock Option (right to buy)	-0-	D	
Employee Stock Option (right to buy)		D	

Explanation of Responses:

- (4) 100% vested on July 20, 1998.
- (5) Cancellation of option in connection with grant of replacement option.
- (6) Vesting schedule is as previously reported on Form 3.
- (7) The vesting schedule for the cancelled option was previously reported and the terms and conditions of the replacement option are the same as that of the cancelled option and were not amended at the time of the repricing, except (i) the exercise price shall be the fair market value of the Company's common stock on September 2, 1998 and (ii) the option will not be exercisable before September 2, 1999.
- (8) The terms and conditions of the replacement option are the same as that of the cancelled option and were not amended at the time of the repricing, except (i) the exercise price shall be the fair market value of the Company's common stock on September 2, 1998 and (ii) the option will not be exercisable before September 2, 1999.
- (9) The Shares shall vest in full on September 21, 2002. 25,000 shares may vest immediately if certain milestones are reached and the remaining 25,000 shares may vest immediately if additional milestones are reached.
- (10) 1/48th of the Shares vest on the last day of each full month after October 19, 1998 until all of the Shares have vested.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Michael Noonan
Date
May 5, 1999
**Signature of Reporting Person

Note. File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

FORM 5 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES 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)	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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
				(A) (D)	Date Exercisable Date	Title Amount or Number of Shares	
Employee Stock Option (right to buy)	\$3.13	9/21/98	A	50,000	(9) 9/21/2008	Common Stock 50,000	
Employee Stock Option (right to buy)	\$2.44	10/19/98	A	8,000	(10) 10/19/2008	Common Stock 8,000	

1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Employee Stock Options (right to buy)		D	
Employee Stock Options (right to buy)	113,000	D	

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