| SEC Form 4 | |
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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response: 0.5

| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |
|--|
| or Section 30(h) of the Investment Company Act of 1940 |

| 1. Name and Addr | 1 0 | Person [*] | 2. Issuer Name and Ticker or Trading Symbol <u>8X8 INC /DE/</u> [EGHT] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---|---------------|---------------------|---|------------------|--|--|--|--|--|--|
| MARTIN B | <u>KYAN K</u> | | | X | Director | 10% Owner | | | | |
| (Last) C/O 8X8, INC. 675 CREEKSII | | | 3. Date of Earliest Transaction (Month/Day/Year) 10/23/2020 | - x | Officer (give title below) Chief Technolo | Other (specify below) gy Officer | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indi Line) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| CAMPBELL | CA | 95008 | | X | Form filed by One Re | | | | | |
| (City) | (State) | (Zip) | | | Person | | | | | |
| | | | erivative Securities Acquired. Disposed of. or Ben | eficially | Owned | | | | | |

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. Transa Code (8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1130.4) | |
| Common Stock | 10/23/2020 | | M ⁽¹⁾ | | 1,020 | Α | \$ <mark>0</mark> | 52,885 | D | | |
| Common Stock | 10/26/2020 | | S ⁽²⁾ | | 359 | D | \$16.472 | 52,526 | D | | |
| Common Stock | | | | | | | | 430,800 | [(3) | Trust | |

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. Transa Code (8) | | of Deri Seci Acq (A) o Disp of (E (Inst | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | e and 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 | Amount or Number of Shares | | | | |
| Restricted Stock Units | (4) | 10/23/2020 | | М | | | 1,020 | (5) | 10/23/2021 | Common Stock | 1,020 | \$ <u>0</u> | 11,234 | D | |

Explanation of Responses:

1. 1,020 Restricted Stock Units (RSU's) became fully vested and have converted to Common Stock.

2. Represents shares of common stock automatically sold to satisfy the reporting person's tax obligation in respect of the shares issued upon vesting of an equity award, as reported in the line above.

3. Through the Martin Family Trust Dated August 3, 2000.

4. Each restricted stock unit represents a contingent right to receive one share of EGHT common stock.

5. RSUs shall vest with respect to one-third (33.3%) of the total number of underlying shares on the first anniversary of the Vesting Commencement Date, then eight and one-third percent (8.3375%) vesting each quarter thereafter, over a period of eight (8) quarters, subject to the participant's continued employment or other association with the Company.

Remarks:

Cheriese M. Dickman, Attorney-In-Fact for Bryan R Martin

10/27/2020

** 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.