FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

| ı | OMB APPI | PPROVAL | | | | | |
|---|----------------------|-----------|--|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | | |
| l | Estimated average bu | urden | | | | | |

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0.5

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

| Name and Address of Reporting Person* Verma Vikram | | | | 2. Issuer Name and Ticker or Trading Symbol 8X8 INC /DE/ [EGHT] | | | | | | | | (Che | ck all applica | ationship of Reporting P k all applicable) Director Officer (give title below) Chief Executi | | 10% Ov | ner | | |
|--|---|--|-----------------|--|-------------|---|---|--------------|--|--------|-------------------------------|-----------------|--|--|--|----------------|---|--|--|
| | O 8X8, INC. | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/22/2017 | | | | | | | | | | below) | Other (s below) Officer | респу | |
| 2125 O'NEL DRIVE | | | | | 4. | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | |
| (Street) | SE C | A | 95131 | | | (managay) (da) | | | | | | | | Line) X Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| (City) | (S | State) | (Zip) | | | | | | | | | | | Person | | | | | |
| | | Та | ıble I - Noı | n-Deriv | vati | ve Se | curitie | es Acq | uired, | Dis | posed of | , or Ben | eficially | Owned | | | | | |
| | | | Date | 2. Transaction Date (Month/Day/Year) | | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | ction Instr. | | es Acquired Of (D) (Instr. | | Beneficial Owned Fo | ly | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | Code | v | Amount (A) | | Price | Reported Transaction(s) (Instr. 3 and 4) | | | | (Instr. 4) | |
| Common Stock | | | | 09/22 | 2/2017 | | | | J ⁽¹⁾ | | 20,060 | A | \$13.3 | 526,943 | | D | | | |
| Common Stock | | | 09/22 |)/22/2017 | | | | J (2) | | 88,483 | A | \$13.3 | 615, | 615,426 | | D | | | |
| | | | Table II - | | | | | | | | osed of, o | | | Owned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | ate Execution D | | Code (Ins | | | | 6. Date Exercis Expiration Date (Month/Day/Yea | | te of Securities | | es g Security | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficia Owned Following Reported Transacti | e s ally | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4 | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Co | ode | v | (A) | (D) | Date Exercisa | able | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | ion(s) | | | |
| Restricted Stock Unit | (3) | 09/22/2017 | | J | (1) | | | 20,060 | (4) | | 09/22/2019 | Common Stock | 20,060 | \$0 | 910,051 | | D | | |
| Restricted Stock Unit | (3) | 09/22/2017 | | F | (5) | | | 19,544 | (4) | | 09/22/2019 | Common Stock | 19,544 | \$0 | \$0 890,507 | | D | | |
| Restricted Stock Unit | (3) | 09/22/2017 | | J | (6) | | 84,973 | | 09/22/2017 | | 09/22/2017 | Common Stock | 84,973 | \$0 | 975,480 | | D | | |
| Restricted Stock Unit | (3) | 09/22/2017 | | J | (2) | | | 88,483 | (7) | | 09/22/2018 | Common Stock | 88,483 | \$0 | 886,99 | 97 | D | | |
| Restricted Stock Unit | (3) | 09/22/2017 | | F | (5) | | | 86,210 | (7) | | 09/22/2018 | Common | 86,210 | \$0 | 800,78 | 87 | D | | |

Explanation of Responses:

- 1, 20,060 Restricted Stock Units became fully vested and have been converted to Common Stock.
- 2. 88,483 Performance-based Restricted Stock Units became fully vested and have been converted to Common Stock.
- 3. Each restricted stock unit represents a contingent right to receive one share of EGHT common stock.
- 4. This award vests at the rate of one-fourth of such shares at September 22, 2016, one-fourth of such at September 22, 2017, one-fourth of such at September 22, 2018, and one-fourth of such at September 22, 2019.
- 5. Payment of tax liability by withholding securities incident to vesting of restricted stock units.
- 6. As previously reported on a Form 4, the reporting person was awarded 179,440 performance share units (PSUs) on September 22, 2015, of which 50% were eligible to vest on each of the second and third anniversaries of the award date. On September 22, 2017, the first installment of 89,720 PSUs vested at 194.71 % of target, such that 174,693 shares became issuable. Of these shares, 88,483 were issued to the reporting person and the remaining 86,210 were withheld to pay the associated tax liability. The 84,973 units reported in Table II correspond to the additional shares issued in excess of 89,720 share target for the
- 7. RSUs vest (1) 50% on September 22, 2017 and (2) 50% on September 22 2018, in each case subject to performance of 8x8's common stock relative to the Russell 2000 Index during the period from grant date through such vesting date. A 2x multiplier will be applied to the total shareholder returns (TSR) for each 1% of positive or negative relative TSR, and the number of shares earned will increase or decrease by 2% of the target number shown in table. In the event 8x8's common stock performance is below negative 20%, relative to the benchmark, no shares will be issued. Maximum number of shares issuable is two times the number shown in the table.

/s/ Vikram Verma

09/26/2017

** 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.

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