

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

8X8, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

77-0142404

(I.R.S. Employer
Identification Number)

2445 Mission College Blvd.
Santa Clara, California 95054
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

UFORCE COMPANY - SOCIETE UFORCE AMENDEE AND
RESTATED 1999 STOCK OPTION PLAN

(Full title of the plans)

David M. Stoll
Chief Financial Officer
8x8, Inc.
2445 Mission College Blvd.
Santa Clara, California 95054
(408) 727-1885
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:
John T. Sheridan, Esq.
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, California 94304

On July 17, 2000, 8x8, Inc. (the "Company") filed a registration statement on Form S-8 (File No. 333-41594) (the "Registration Statement") covering 1,023,898 shares of the Company's Common Stock to be sold by certain stockholders of the Company under the UForce Company - Societe UForce Amended and Restated 1999 Stock Option Plan (the "Plan").

In accordance with the undertaking contained in the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K under the Securities Act, the Registrant respectfully requests that the Securities and Exchange Commission (the "Commission") remove from registration the 1,023,898 shares which remain unsold under the Registration Statement. The Company is requesting the removal from registration of these shares as there are no longer options outstanding under the Plan and the Plan has been terminated.

Accordingly, the Company hereby de-registers the 1,023,898 shares of its Common Stock registered pursuant to the Registration Statement remaining unsold thereunder.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto, duly authorized, in the City of Santa Clara, State of California, on July 30, 2001.

8X8, INC.

By: /s/ David M. Stoll

David M. Stoll,
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Joe Parkinson and David M. Stoll jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ Joe Parkinson ----- Joe Parkinson	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	July 30, 2001
/s/ David M. Stoll ----- David M. Stoll	Chief Financial Officer and Vice President, Finance (Principal Financial and Accounting Officer)	July 30, 2001
/s/ Bryan R. Martin ----- Bryan R. Martin	President, Chief Operating Officer and Director	July 30, 2001
/s/ Bernd Girod ----- Bernd Girod	Director	July 30, 2001
/s/ Guy L. Hecker, Jr. ----- Guy L. Hecker, Jr.	Director	July 30, 2001
----- Christos Lagomichos	Director	
/s/ William Tai ----- William Tai	Director	July 30, 2001

