

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 20549

**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
(IRS Employer
Identification No.)

675 Creekside Way
Campbell, CA 95008
(408) 727-1885

(Address of Principal Executive Offices) (Zip Code)

8x8, Inc. Third Amended and Restated 1996 Employee Stock Purchase Plan

(Full Title of the Plan)

Matt Zinn
Senior Vice President, General Counsel, Secretary, & Chief Privacy Officer
8x8, Inc.
675 Creekside Way
Campbell, CA 95008

(Name and Address of Agent For Service)

(408) 727-1885

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging Growth company
X (Do not check if a smaller reporting company)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share				
Issued under the 8x8, Inc. Third Amended and Restated 1996 Employee Stock Purchase Plan ⁽³⁾	500,000	\$12.73	\$6,365,000	\$826.18
TOTAL:	500,000		\$6,365,000	\$826.18

- (1) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of shares of common stock that may be offered or issued by reason of stock splits, stock dividends or similar transactions.
- (2) Estimated solely for purposes of calculating the amount of the registration fee pursuant to Rule 457(c) and (h)(1) under the Securities Act. The computation is based upon 85% of the average of the high and low prices of the registrant's Common Stock as reported on the New York Stock Exchange on May 15, 2020.
- (3) Represents an annual increase effective April 1, 2020 to the number of shares of the registrant's Common Stock reserved for issuance under the Third Amended and Restated 1996 Employee Stock Purchase Plan, which annual increase is provided for in the Plan.

This Registration Statement will become effective upon filing in accordance with Rule 462 under the Securities Act.

Proposed sales to take place as soon after the effective date of the Registration Statement as awards under the above named plan are granted, exercised and/or distributed.

**INFORMATION REQUIRED PURSUANT
TO GENERAL INSTRUCTION E TO FORM S-8**

Explanatory Note

This Registration Statement is being filed by 8x8, Inc. (the "Registrant") relating to 500,000 shares of its common stock, \$0.001 par value per share (the "Common Stock") issuable to eligible individuals under the Registrant's Third Amended and Restated 1996 Employee Stock Purchase Plan (the "Plan"), such shares which are in addition to the (a) 500,000 shares of Common Stock registered on the Registrant's Form S-8 filed on July 9, 1997 (File No. 333-30943), (b) 70,560 shares of Common Stock registered on the Registrant's Form S-8 filed on April 20, 1998 (File No. 333-50519), (c) 500,000 shares of Common Stock registered on the Registrant's Form S-8 filed on July 30, 2001 (File No. 333-66296), (d) 648,984 shares of Common Stock registered on the Registrant's Form S-8 filed on July 30, 2001 (File No. 333-15627; (e) 416,589 shares of Common Stock registered on the Registrant's Form S-8 filed on June 10, 2002 (File No. 333-90172), (f) 189,575 shares of Common Stock registered on the Registrant's Form S-8 filed on August 30, 2004 (File No. 333-118642), (g) 43,220 shares of Common Stock registered on the Registrant's Form S-8 filed on July 1, 2005 (File No. 333-126337), (h) 118,535 shares of Common Stock registered on the Registrant's Form S-8 filed on September 26, 2006 (File No. 333-137599), (i) 707,387 shares of Common Stock registered on the Registrant's Form S-8 filed on June 19, 2013 (File No. 333-189452), (j) 282,062 shares of Common Stock registered on the Registrant's Form S-8 filed on May 27, 2014 (File No. 333-196275), (k) 306,248 shares of Common Stock registered on the Registrant's Form S-8 filed on May 29, 2015 (File No. 333-204583), (l) 365,555 shares of Common Stock registered on the Registrant's Form S-8 filed on June 22, 2016 (File No. 333-212163), (m) 295,931 shares of Common Stock registered on the Registrant's Form S-8 filed on June 2, 2017 (File No. 333-218472), (n) 500,000 shares of Common Stock registered on the Registrant's Form S-8 filed on June 1, 2018 (File No. 333-225388), and (o) 500,000 shares of Common Stock registered on the Registrant's Form S-8 filed on May 22, 2019 (File No. 333-231670 (collectively the "Prior Registration Statements"). These additional shares of Common Stock have become reserved for issuance as a result of the operation of the "evergreen" provision of the Plan, which provides that the total number of shares subject to the Plan may be increased on the first day of April of each fiscal year.

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with Instruction E to Form S-8 regarding the registration of additional securities. Accordingly, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the registrant with the SEC are hereby incorporated by reference in this registration statement:

1. The registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2020, filed with the SEC on May 19, 2020;
2. All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since March 31, 2020; and
3. The description of the registrant's capital stock filed as Exhibit 4.1 to its Annual Report on Form 10-K for the fiscal year ended March 31, 2020, filed with the SEC on May 19, 2020.

In addition, all documents filed by the registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this registration statement and prior to the filing of a post-effective amendment, which indicates that all securities offered have been sold or which deregisters all of such securities then remaining unsold, are deemed to be incorporated by reference in this registration statement and to be a part hereof from the respective dates of filing of such documents. Any statement contained in this registration statement or in a document incorporated by reference shall be deemed modified or superseded to the extent that a statement contained in any subsequently filed document which also is or is deemed to be incorporated by reference herein or therein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof, except as so modified or superseded.

Item 8. Exhibits.

<u>Exhibit</u>	<u>Description</u>
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
10.1 (1)	Third Amended and Restated 1996 Employee Stock Purchase Plan.
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)
23.2	Consent of Independent Registered Public Accounting Firm
24.1	Power of Attorney (included in signature pages to this registration statement)

(1) Incorporated by reference to Exhibit 10.9 to the registrant's Form 10-K filed May 19, 2020 (File No. 001-38312).

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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Jose, State of California, on the 21st day of May 2020.

8x8, Inc.

By: /s/ Steven Gatoff
Steven Gatoff
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Vikram Verma and Steven Gatoff, and each one of them, acting individually and without the other, as his or her true and lawful attorney-in-fact and agent, each with full power of substitution, for him and in his or her name, place and stead in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, 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 by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ VIKRAM VERMA</u> Vikram Verma	Chief Executive Officer and Director (Principal Executive Officer)	May 21, 2020
<u>/s/ STEVEN GATOFF</u> Steven Gatoff	Chief Financial Officer (Principal Financial and Accounting Officer)	May 21, 2020
<u>/s/ BRYAN MARTIN</u> Bryan Martin	Chairman, Director and Chief Technology Officer	May 21, 2020
<u>/s/ ERIC SALZMAN</u> Eric Salzman	Director	May 21, 2020
<u>/s/ TODD FORD</u> Todd Ford	Director	May 21, 2020
<u>/s/ JASWINDER PAL SINGH</u> Jaswinder Pal Singh	Director	May 21, 2020
<u>/s/ VLADIMIR JACIMOVIC</u> Vladimir Jacimovic	Director	May 21, 2020
<u>/s/ MONIQUE BONNER</u> Monique Bonner	Director	May 21, 2020
<u>/s/ ELIZABETH THEOPHILLE</u> Elizabeth Theophille	Director	May 21, 2020

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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www.skadden.com

May 21, 2020

8x8, Inc.
675 Creekside Way
Campbell, California

Re: 8x8, Inc.

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special United States counsel to 8x8, Inc., a Delaware corporation (the "Company"), in connection with its filing with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933 (the "Securities Act") on the date hereof, relating to the registration by the Company of an aggregate of 500,000 shares (the "Plan Shares") of common stock of the Company, par value \$0.001 per share (the "Common Stock"), authorized for issuance pursuant to the 8x8, Inc. Third Amended and Restated 1996 Employee Stock Purchase Plan (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In rendering the opinions stated herein, we have examined and relied upon the following:

- (a) the Registration Statement;
- (b) an executed copy of a certificate, dated the date hereof, of Matt Zinn, Senior Vice President, General Counsel, Secretary and Chief Privacy Officer of the Company (the "Secretary's Certificate");
- (c) a specimen certificate evidencing the Common Stock, certified pursuant to the Secretary's Certificate;
- (d) a copy of the Company's Restated Certificate of Incorporation certified by the Secretary of State of the State of Delaware as of May 18, 2020, and certified pursuant to the Secretary's Certificate;
- (e) a copy of the Company's Amended and Restated By-Laws, as amended and in effect as of the date hereof and certified pursuant to the Secretary's Certificate;
- (f) a copy of certain resolutions of the Board of Directors of the Company, certified pursuant to the Secretary's Certificate;
- (g) a copy of certain signed meeting minutes of stockholders of the Company, certified pursuant to the Secretary's Certificate; and

(h) a copy of the Plan.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. As to any facts relevant to the opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the facts and conclusions set forth in the Secretary's Certificate.

In rendering the opinions stated herein, we have also assumed that (i) an appropriate account statement evidencing the Plan Shares credited to a recipient's account maintained with the Company's transfer agent has been or will be issued by the Company's transfer agent, (ii) the issuance of the Plan Shares has been properly recorded in the books and records of the Company; (iii) each award agreement pursuant to which rights to acquire Plan Shares or other awards are granted pursuant to the Plan will be consistent with the Plan and will be duly authorized, executed and delivered by the parties thereto; (iv) the consideration received by the Company for each of the Plan Shares delivered pursuant to the Plan shall not be less than the per share par value of the Plan Shares; and (v) the issuance of the Plan Shares does not violate or conflict with any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Company's Restated Certificate of Incorporation or Amended and Restated By-Laws).

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the "DGCL").

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Plan Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and, when issued, delivered and paid for in accordance with the terms of the Plan and the applicable award agreement, the Plan Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement (Form S-8) of 8x8, Inc. pertaining to the 8x8, Inc. Third Amended and Restated 1996 Employee Stock Purchase Plan of our report dated May 19, 2020, relating to the consolidated financial statements of 8x8, Inc., and the effectiveness of internal control over financial reporting of 8x8, Inc., included in its Annual Report (Form 10-K) for the year ended March 31, 2020, filed with the Securities and Exchange Commission.

/s/ Moss Adams LLP

Campbell, California
May 21, 2020