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## OMB Approval

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U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

of the Company.

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 Add	dress of Report Sandra	ing Person*			Name and		or Tra	ding Symb	ool 6.		heck all app	ng Person to licable) 10% Owner	
	(First) College Blvd.	(Middle)		Number	Social S of Repor	ting -	Мо	atement f nth/Year July 1998				her (Specify	
Santa Clara	(Street) CA	95054				5. If	Amendmer	nt,		below) esident, Fin	Finance and CFO		
(City)	(State)	(Zip)					(Month/Year)		7.	Individual (Check appl X Form Form	icable line) filed by one ting Person filed by mor	led by one	
		TABLE	I 1	NON-DEF	RIVATIVE S	ECURITII	ES BENE	FICIALLY	OWNED				
1. Title of Security (Instr. 3)		2. Trans- action Date  (Month/ Day/	3.	Transac- tion Code (Instr. 8	c- 4. Securities Acor Disposed co (Instr. 3, 4		of (D)		curiti cially End of	es Benefi- Owned at	. Owner-ship Form: Direct (D) or	7. Nature of In- direct Benefi- cial Owner-	
		Year)		V	Amount	(D)	Pri				Indirect (I) (Instr. 4)	ship (Instr. 4)	
Common Stock		7/31/98	S 		10,000	D 	\$4. 	00 			D 		
Common Stock		8/3/98	P	V	220	A (1)	\$3.	40			D		
							TOT	AL:	125,0	75 (2) 			
Reminder: Report	t on a separate								ctly or	indirectly.		(0)	

(2) Includes 43,756 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 Ms. Abbott remains an employee or consultant

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction  $4\,(b)\,(v)$ . (1) Shares were acquired under the 8x8, Inc. Employee Stock Purchase Plan.

FORM 4 (CONTINUED)

## TABLE II -- DERIVATIVE SECURITIES BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

Date   Exprise   Exprise		2. Conver- 3. Trans- sion or action Exercise Date	action Derivative cisable Code Securities Ac- Expirat: (Instr. 8) quired (A) or Date Disposed of (D) (Month/) (Instr. 3, 4, Year) and 5)	er- 7. Title and Amount and of Underlying ion Securities (Instr. 3 and 4)	8. Price of Deriv-
Explanation of Responses:  (1) Shares vest at a rate of 1/48th per month after June 23, 1997.  **Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/ SANDRA L. ABBOTT 8/3/91			Date Exp tic Code V (A) (D) cisable Date	pira- Amount or on Title Number of te Shares	
1. Title of Derivative 9. Number of 10. Ownership 11. Nature of Security Derivative Form of Indirect (Instr. 4) Securities Derivative Deneficial Beneficially Security: Ownership Of Month or Indirect (I) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4)  Employee Common Stock (right to buy) 15,000 D  Explanation of Responses:  (1) Shares vest at a rate of 1/48th per month after June 23, 1997.  **Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/ SANDRA L. ABBOTT 8/3/96 Sec 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	Employee Stock Option (right to buy)	\$6.80	(1) 06/3	Common 23/07 Stock 15,000	\$6.80
1. Title of Derivative 9. Number of 10. Ownership 11. Nature of Security Derivative Form of Indirect Beneficially Security: Ownership Owned at End of Month or Indirect (I) (Instr. 4)  Employee Common Stock (right to buy) 15,000 D  Explanation of Responses:  (1) Shares vest at a rate of 1/48th per month after June 23, 1997.  **Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/ SANDRA L. ABBOTT 8/3/96 Sec 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).					
Security Derivative Form of Indirect (Instr. 4) Securities Derivative Beneficial Beneficially Security: Ownership Owned at End Direct (D) (Instr. 4) of Month or Indirect (I) (Instr. 4) (Instr. 4)  Employee Common Stock (right to buy) 15,000 D  Explanation of Responses:  (1) Shares vest at a rate of 1/48th per month after June 23, 1997.  **Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/ SANDRA L. ABBOTT 8/3/96 Sec 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).					
Employee Common Stock (right to buy) 15,000 D	Security	Derivative Securities Beneficially Owned at End of Month	Form of Indirect Derivative Benef: Security: Owner: Direct (D) (Inst:	ect icial ship	
Explanation of Responses:  (1) Shares vest at a rate of 1/48th per month after June 23, 1997.  **Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/ SANDRA L. ABBOTT 8/3/98 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	Employee Common Stock	15,000	D		
Explanation of Responses:  (1) Shares vest at a rate of 1/48th per month after June 23, 1997.  **Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/ SANDRA L. ABBOTT 8/3/98 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).					
**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/ SANDRA L. ABBOTT 8/3/98 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).					
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	(1) Shares vest at a rate	e of 1/48th per month aft	er June 23, 1997.		
**Signature of Reporting Person Date			constitute Federal Criminal Violations.		

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

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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.