FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| C. 20549 |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB APPROVAL

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 Address of Reporting Person* REES HUW A | | | | | | 2. Issuer Name and Ticker or Trading Symbol 8X8 INC /DE/ [EGHT] | | | | | | | | | heck | | | 10% (| Owner (specify |
|---|--|---|---|---|--|--|--------------------------------------|---|---|--|---|---|--|--|---|---|--|--|--|
| (Last) (First) (Middle) C/O 8X8 INC 810 W MAUDE AVE | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/01/2010 | | | | | | | | | X | belov | v) `` | below |)` |
| Street) SUNNYVALE CA 94085 | | | | | _ 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (| State) | (Z | ip) | | | | | | | | | | | | | | | | |
| | | Table | e I - No | n-Deri\ | /ative | Se | curiti | es Ac | quired, | Dis | posed o | f, or | Ben | eficia | lly (| Owne | ed | | |
| 1. Title of Security (Instr. 3) | | | | 2. Transaction Date (Month/Day/Year | | Execution Date, | | Code (| Transaction Code (Instr. | | | | | | Securi Benefi Owner | ties cially d Following | 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 | | Transa | action(s) | | (11150.4) |
| Common Stock 08/ | | | | | | ./2010 | | | | | 1,142 | | A | \$1.029 | | 886,889 | | D | |
| Stock Purchase Rights 08/31 | | | | | | 1/2010 | | | | | 144 | | D | \$1.37 | | 886,745 | | D | |
| Stock Purchase Rights 08/3 | | | | | |) | | | A ⁽³⁾ | | 33,312 | | A | \$0 | | 920,057 | | D | |
| | | Tal | | | | | | | | | | | | | y Ov | vned | | | |
| ive Conversion Date Execution or Exercise (Month/Day/Year) if any | | n Date, | Pate, Transaction Code (Instr. | | of Deri Sec Acq (A) Disp of (I | vative urities uired or oosed o) tr. 3, 4 | Expiration (Month/E | Expiration Date | | | Amoun or Numbe | | | vative urity | derivative Securities Beneficially Owned Following Reported | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | (FINC IAUDE AVALE COSSECUTIVE (Institute of Conversior or Exercise Price of Derivative | (First) INC IAUDE AVE VALE CA (State) Security (Instr. 3) Stock chase Rights chase Rights Conversion or Exercise Price of Derivative (Month/Da | (First) (NINC IAUDE AVE VALE CA 9. (State) (Z Table Security (Instr. 3) Stock chase Rights Chase Rights Conversion or Exercise Price of Derivative (Month/Day/Year) | (First) (Middle) INC IAUDE AVE VALE CA 94085 (State) (Zip) Table I - No Security (Instr. 3) Stock chase Rights Chase Rights Conversion or Exercise Price of Derivative In the conversion of Exercise (Month/Day/Year) (Month/D | (First) (Middle) INC IAUDE AVE VALE CA 94085 (State) (Zip) Table I - Non-Derive (Month/) Security (Instr. 3) Stock 08/03 Chase Rights 08/33 Table II - Derivate (e.g., p Conversion or Exercise Price of Derivative Price of Derivative (Month/) (Month/Day/Year) 3. Transaction Exercise (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) | (First) (Middle) INC IAUDE AVE VALE CA 94085 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock Chase Rights Chase Rights Table II - Derivative Security (Ronth/Day/Year) Table II - Derivative Security (Ronth/Day/Year) 2. Table II - Derivative Security (Ronth/Day/Year) 2. Conversion or Exercise Price of Derivative Month/Day/Year) 2. (Month/Day/Year) 3. Transaction Date (Month/Day/Year) | State (Middle) 3. Date 08/01/2 | (First) (Middle) (First) (Middle) INC IAUDE AVE VALE CA 94085 (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Chase Rights 08/31/2010 Table II - Derivative Securities (e.g., puts, calls, warm (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, warm (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, warm (Month/Day/Year) 3. Transaction Date (If any (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 8) 5. No of Code (Instr. 8) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (If any (Month/Day/Year) 4. If Amendmen (Month/Day/Year) | (First) (Middle) (First) (Middle) INC IAUDE AVE VALE CA 94085 (State) (Zip) Table I - Non-Derivative Securities Ac (Month/Day/Year) Stock O8/01/2010 Za. Deemed Execution Date, if any (Month/Day/Year) Conversion or Exercise Price of Derivative Conversion or Exercise Price of Derivative Stock O8/31/2010 Table II - Derivative Securities Acque (e.g., puts, calls, warrants, and conversion of Execution Date, if any (Month/Day/Year) 3. Date of Earliest Trans 2. Transaction Date (e.g., puts, calls, warrants, and conversion of Exercise Price of Derivative Derivative (Month/Day/Year) 3. Date of Earliest Trans 2. Transaction Date (e.g., puts, calls, warrants, and conversion of Execution Date, if any (Month/Day/Year) Stock O8/31/2010 Table II - Derivative Securities Acquerities Acquerities Acquerities Acquired Acquired | Security (Instr. 3) Stock OB/01/2010 Chase Rights OB/31/2010 Conversion or Exercise Price of Derivative Security Security (Month/Day/Year) Security Security | Stock OB/01/2010 Stock OB/01/2010 OB/031/2010 OB/031/2010 | Stock OB/01/2010 Stock OB/01/2010 OB/031/2010 OB/031/2010 | Stock OB/01/2010 Stock OB/01/2010 OB/01/2010 Objective Securities Acquired, Disposed of, or Stock OB/01/2010 Objective Securities Acquired, Disposed of, or Objective Securities Acquired, Disposed of, or Objective Security (Instr. 3) Obj | (First) (Middle) (First) (Middle) (First) (Middle) (AUDE AVE Table I - Non-Derivative Securities Acquired, Disposed of, or Benefication (Month/Day/Year) (Month/Day/Year) Security (Instr. 3) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefication Date (Month/Day/Year) (Month/ | Sample Conversion of Exercision of Exercisable and Expiration of Exercision of Exercisable and Expiration of Exercision of Exercisable and Expiration of Exercision of Exercisable and Expiration of Exercision of Exercision of Exercision | Stock O8/01/2010 O8/01/2010 | Stock OB/01/2010 Stock OB/01/2010 Stock OB/01/2010 OB/01 | Stock OB/O1/2010 Security (Instr. 3) OB/O1/2010 OB/O1/2010 | HUWA (First) (Middle) (Middle) (First) (Middle) (Middle) (First) (Middle) (Middle) (Middle) (First) (Middle) (Middl |

Explanation of Responses:

- 1. Shares purchased through Company's Employee Stock Purchase Plan.
- 2. Payment of tax liability by selling securities incident to vesting of stock purchase rights.
- 3. This award vests at the rate of one sixteenth of the shares on 11/30/2010 and at the end of each three full months thereafter.

/s/ Huw Rees 09/01/2010

** 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.