

**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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Zinn Matthew</u>  (Last) (First) (Middle) C/O 8X8, INC 2125 O'NEL  (Street) SAN JOSE CA 95131  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>8X8 INC /DE/ [ EGHT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>SVP-GC, Secretary and CPO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/23/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	10/23/2019		M <sup>(1)</sup>		3,516	A	\$0	4,422 <sup>(2)</sup>	D	
Common Stock	10/23/2019		F <sup>(3)</sup>		1,215	D	\$19.04	3,207	D	
Common Stock	10/23/2019		M <sup>(4)</sup>		10,962	A	\$0	14,169	D	
Common Stock	10/23/2019		F <sup>(3)</sup>		3,790	D	\$19.04	10,379	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	\$0.0 <sup>(5)</sup>	10/23/2019		M <sup>(1)</sup>		3,516		10/23/2019 <sup>(6)</sup>	10/23/2019	Common Stock	3,516	\$0	0	D	
Restricted Stock Unit	\$0.0 <sup>(5)</sup>	10/23/2019		M <sup>(4)</sup>		10,962		10/23/2019 <sup>(7)</sup>	10/23/2021	Common Stock	10,962	\$0	21,858	D	

**Explanation of Responses:**

- 3,516 Restricted Stock Units became fully vested and have been converted to Common Stock.
- Includes 829 shares purchased on 7/31/2019 pursuant to the Company's Employee Stock Purchase Plan (ESPP).
- Payment of tax liability by withholding securities incident to vesting of restricted stock units.
- 10,962 Restricted Stock Units became fully vested and have been converted to Common Stock.
- Right to receive one or more shares of EGHT Common Stock.
- This award shall vest 100% on the first anniversary of the date of grant.
- RSUs shall vest with respect to one-third (33.3%) of the total number of underlying shares on the first anniversary of the Vesting Commencement Date, then eight and one-third percent (8.33%) vesting each quarter thereafter, over a period of eight quarters, subject to the participant's continued employment or other association with the Company.

**Remarks:**

Sheryl Andersen as Attorney-in-Fact for Matthew Zinn 10/24/2019

\*\* 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.