

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549  
 FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

<b>CIK (Filer ID Number)</b>	<b>Previous Names</b>	None	<b>Entity Type</b>
<a href="#">0001023731</a>	NETERGY NETWORKS INC		<input checked="" type="checkbox"/> Corporation
<b>Name of Issuer</b>	8X8 INC		<input type="checkbox"/> Limited Partnership
8X8 INC /DE/	Netergy Networks, Inc.		<input type="checkbox"/> Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			<input type="checkbox"/> General Partnership
DELAWARE			<input type="checkbox"/> Business Trust
<b>Year of Incorporation/Organization</b>			<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

<b>Name of Issuer</b>			
8X8 INC /DE/			
<b>Street Address 1</b>		<b>Street Address 2</b>	
810 WEST MAUDE AVENUE			
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	<b>Phone Number of Issuer</b>
SUNNYVALE	CALIFORNIA	94085	4087271885

3. Related Persons

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Weirich	Dan	
<b>Street Address 1</b>	<b>Street Address 2</b>	
810 West Maude Avenue		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Sunnyvale	CALIFORNIA	94085
<b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Martin	Bryan	R
<b>Street Address 1</b>	<b>Street Address 2</b>	
810 West Maude Avenue		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Sunnyvale	CALIFORNIA	94085
<b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hecker, Jr.	Guy	L
<b>Street Address 1</b>	<b>Street Address 2</b>	
810 West Maude Avenue		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Sunnyvale	CALIFORNIA	94085
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
McNiffe	Christopher	
<b>Street Address 1</b>	<b>Street Address 2</b>	
810 West Maude Avenue		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Sunnyvale	CALIFORNIA	94085
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Wilson	Donn	
<b>Street Address 1</b>	<b>Street Address 2</b>	
810 West Maude Avenue		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Sunnyvale	CALIFORNIA	94085
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Narayanaswamy	Ramprakash	
<b>Street Address 1</b>	<b>Street Address 2</b>	
810 West Maude Avenue		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Sunnyvale	CALIFORNIA	94085
<b>Relationship:</b>	X Executive Officer Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Niederman	Kim	
<b>Street Address 1</b>	<b>Street Address 2</b>	
810 West Maude Avenue		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Sunnyvale	CALIFORNIA	94085
<b>Relationship:</b>	X Executive Officer Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Severin	Debbie	Jo
<b>Street Address 1</b>	<b>Street Address 2</b>	
810 West Maude Avenue		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Sunnyvale	CALIFORNIA	94085



## 7. Type of Filing

New Notice Date of First Sale 2011-09-15 First Sale Yet to Occur  
Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes  No

## 9. Type(s) of Securities Offered (select all that apply)

<input checked="" type="checkbox"/> Equity	Pooled Investment Fund Interests
<input type="checkbox"/> Debt	Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

## Clarification of Response (if Necessary):

This notice relates to the offering of shares of common stock as merger consideration to former stockholders of Contactual, Inc. in connection with the issuer's acquisition of Contactual, Inc. on September 15, 2011.

## 11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

## 12. Sales Compensation

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
<b>Street Address 1</b>	<b>Street Address 2</b>	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	All States <input type="checkbox"/> Foreign/non-US <input type="checkbox"/>	

## 13. Offering and Sales Amounts

Total Offering Amount \$30,608,728 USD or Indefinite  
Total Amount Sold \$30,608,728 USD  
Total Remaining to be Sold \$0 USD or Indefinite

## Clarification of Response (if Necessary):

6,484,900 shares of common stock valued at \$4.72 per share were issued on 09/15/2011.

## 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.   
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

## 15. Sales Commissions &amp; Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions            \$0 USD   Estimate

Finders' Fees                \$0 USD   Estimate

Clarification of Response (if Necessary):

#### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD   Estimate

Clarification of Response (if Necessary):

#### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
8X8 INC /DE/	/s/ Dan Weirich	Dan Weirich	CFO & Secretary	2011-09-29

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.