

8X8 INC /DE/  
Form 4  
January 21, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Arora Puneet

(Last) (First) (Middle)  
3905 JAMIE PLACE  
(Street)

SAN RAMON, CA 94582

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
8X8 INC /DE/ [EGHT]

3. Date of Earliest Transaction (Month/Day/Year)  
01/20/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
SVP Global Sales

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                           | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A)     | (D) | Date Exercisable | Expiration Date | Title        | Amount Number Shares |
|--------------------------------------|------------------------------|------------------|------------|--|------|---|---------|-----|------------------|-----------------|--------------|----------------------|
| Employee Stock Option (right to buy) | \$ 8.93                      | 01/20/2015       |            |  | A    |   | 117,702 |     | (1)              | 01/20/2025      | Common Stock | 117,702              |
| Restricted Stock Units               | (2)                          | 01/20/2015       |            |  | A    |   | 34,722  |     | (3)              | 01/20/2025      | Common Stock | 34,722               |
| Restricted Stock Units               | (2)                          | 01/20/2015       |            |  | A    |   | 21,381  |     | (4)              | 01/20/2019      | Common Stock | 21,381               |
| Restricted Stock Units               | (2)                          | 01/20/2015       |            |  | A    |   | 22,201  |     | (5)              | 06/30/2018      | Common Stock | 22,201               |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Arora Puneet<br>3905 JAMIE PLACE<br>SAN RAMON, CA 94582 |               |           | SVP Global Sales |       |

## Signatures

/s/ Puneet Arora                      01/21/2015  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* 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).
- (1) This option becomes exercisable at the rate of one-fourth of the shares on 1/20/2016 and an additional one thirty-sixth of the remaining shares shall vest at the end of each full month thereafter.
- (2) Each restricted stock unit represents a contingent right to receive one share of EGHT common stock.
- (3) This award vests at the rate of one-fourth of such shares at January 20, 2016, one-fourth of such shares at January 20, 2017, one-fourth of such shares at January 20, 2018 and one-fourth of such shares at January 20, 2019.
- (4) RSUs do not vest unless and until average closing price of 8x8 common stock over any 30 consecutive trading day period within 4 years from the grant date exceeds 150% of grant date closing price; then, at rate of 25% on each anniversary of grant date.
- (5) RSUs vest (1) up to 25% on June 30, 2016; (2) up to 50% on June 30, 2017; and (3) up to 25% on June 30, 2018 in each case subject to performance of 8x8 common stock relative to NASDAQ Composite Index during the period from grant date through such dates.

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