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8X8 INC /DE/  
Form SC 13D/A  
December 29, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

8x8, Inc.  
(Name of Issuer)

Common Stock, Par Value \$0.001 Per Share  
(Title of Class of Securities)

282912 10 4  
(CUSIP Number)

Pierre Ollivier  
Group Vice President and General Counsel  
STMicroelectronics N.V.  
39, Chemin du Champ des Filles  
1228 Plan-Les-Ouates  
Geneva, Switzerland  
Telephone: 011-41-22-929-2929  
(Name, Address and Telephone Number  
of Person Authorized to Receive Notices and Communications)

Copy to :  
Michael J. Coleman, Esq.  
Shearman & Sterling LLP  
1080 Marsh Road  
Menlo Park, California 94025  
Telephone: (650) 838-3600

December 23, 2003  
(Date of Event which requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), ss. 240.13d-1(f) or ss. 240.13d-1(g), check the following box: [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject Class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed

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to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:  
STMicroelectronics N.V.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a) [ ]  
(b) [ ]

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS: WC

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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e): [ ]

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
The Netherlands

-----

|  |    |   |
|--|----|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 7  | SOLE VOTING POWER:<br>2,202,000 shares of common stock      |
| WITH   | 8  | SHARED VOTING POWER:<br>0                                   |
|  | 9  | SOLE DISPOSITIVE POWER:<br>2,202,000 shares of common stock |
|  | 10 | SHARED DISPOSITIVE POWER:<br>0                              |

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
2,202,000 shares of common stock

-----

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS): [ ]

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 6.41%\*

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14 TYPE OF REPORTING PERSON: CO

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\* Based on 34,309,526 shares of common stock outstanding at November 30, 2003, as declared by 8x8, Inc. in its Registration Statement on Form S-3, as filed with the Commission on December 12, 2003.

This Amendment No. 1 ("Amendment No. 1") amends the Statement on Schedule 13D (as amended, the "Schedule 13D") filed with the United States Securities and Exchange Commission (the "Commission") on March 3, 2000, by STMicroelectronics N.V. ("ST"), a corporation with limited liability organized under the laws of the Netherlands, with respect to shares of common stock, par value \$0.001 per share (the "Common Stock") of 8x8, Inc., a Delaware corporation ("8x8").

Capitalized terms used herein and not defined herein have the meanings ascribed thereto in the Schedule 13D and Commission rules and regulations. Except as indicated herein, the information set forth in the Schedule 13D remains unchanged.

Item 2. Identity and Background.

ST's principal business is to design, develop, manufacture and market a broad range of semiconductor integrated circuits ("ICs") used in a wide variety of microelectronic applications, including automotive products, computer peripherals, telecommunications systems, consumer products, industrial automation and control systems. ST's principal business offices are 39, Chemin du Champ des Filles, 1228 Plan-Les-Oautes, Geneva, Switzerland. Certain information regarding members of ST's Supervisory Board, Managing Board and executive officers is set forth on Annex A, which is incorporated by reference herein. Annex A of the Schedule 13D is amended and restated in its entirety to read as the Annex A attached to this Amendment No. 1.

During the last five years, none of ST or any of the persons named on Annex A have been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 4. Purpose of Transaction.

The following paragraph is added to the end of Item 4:

On December 18, 2003, 8x8, Inc. announced that ST-designee Christos Lagomichos had resigned from 8x8's Board of Directors. ST's current intention is to sell additional shares of Common Stock of 8x8 in accordance with applicable law, depending on 8x8's financial condition, business operations and prospects, the market price of 8x8's Common Stock, conditions in securities markets generally, general economic and industry conditions and other factors.

Item 5. Interest in Securities of the Issuer.

Based on 8x8's Registration Statement on Form S-3 filed with the SEC on December 12, 2003, 8x8 had 34,309,526 shares of Common Stock outstanding at November 30, 2003.

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Between December 23, 2003 and December 26, 2003, ST sold an aggregate of 1,498,000 shares of Common Stock in open-market brokers' transactions pursuant to Rule 144 of the Securities Act. The following table sets forth for each such transaction (i) the date of such transaction, (ii) the number of shares of Common Stock sold and (iii) the sale price per share of Common Stock:

| Date of Transaction: | Number of Shares of<br>Common Stock Sold: | Sale Price Per Share of<br>Common Stock Sold: |
|----------------------|---|---|
| 12/23/2003           | 66,000                                    | \$4.90  |
| 12/23/2003           | 24,000                                    | \$4.91  |
| 12/23/2003           | 37,500                                    | \$4.92  |
| 12/23/2003           | 5,000                                     | \$4.95  |
| 12/23/2003           | 5,000                                     | \$4.96  |
| 12/23/2003           | 7,500                                     | \$4.98  |
| 12/23/2003           | 117,350                                   | \$5.00  |
| 12/23/2003           | 43,000                                    | \$5.01  |
| 12/23/2003           | 25,900                                    | \$5.02  |
| 12/23/2003           | 23,300                                    | \$5.04  |
| 12/23/2003           | 20,300                                    | \$5.05  |
| 12/23/2003           | 3,000                                     | \$5.05  |
| 12/23/2003           | 5,400                                     | \$5.06  |
| 12/23/2003           | 13,750                                    | \$5.06  |
| 12/23/2003           | 3,000                                     | \$5.07  |
| 12/24/2003           | 167,500                                   | \$4.70  |
| 12/24/2003           | 5,000                                     | \$4.72  |
| 12/24/2003           | 7,500                                     | \$4.73  |
| 12/24/2003           | 180,000                                   | \$4.75  |
| 12/24/2003           | 57,500                                    | \$4.76  |
| 12/24/2003           | 222,500                                   | \$4.78  |
| 12/24/2003           | 25,000                                    | \$4.79  |
| 12/24/2003           | 60,000                                    | \$4.80  |
| 12/24/2003           | 35,000                                    | \$4.81  |
| 12/24/2003           | 10,000                                    | \$4.82  |
| 12/24/2003           | 10,000                                    | \$4.85  |
| 12/26/2003           | 210,000                                   | \$4.60  |
| 12/26/2003           | 12,500                                    | \$4.61  |
| 12/26/2003           | 15,500                                    | \$4.62  |
| 12/26/2003           | 20,000                                    | \$4.63  |
| 12/26/2003           | 12,500                                    | \$4.65  |
| 12/26/2003           | 30,000                                    | \$4.66  |

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| Date of Transaction: | Number of Shares of<br>Common Stock Sold: | Sale Price Per Share of<br>Common Stock Sold: |
|----------------------|---|---|
| 12/26/2003           | 5,000                                     | \$4.69  |
| 12/26/2003           | 5,000                                     | \$4.71  |
| 12/26/2003           | 7,500                                     | \$4.72  |

As of the date of the filing of this Amendment No. 1, after giving effect to the transactions described above, ST beneficially owns 2,202,000 shares of Common Stock, representing approximately 6.41% of 8x8's outstanding

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Common Stock.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to the Statement on Schedule 13D is true, complete and correct.

Dated: December 29, 2003

STMicroelectronics N.V.

By: /s/ Piero Mosconi

-----  
Name: Piero Mosconi  
Title: Corporate Vice President  
and Treasurer

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ANNEX A

MEMBERS OF THE SUPERVISORY BOARD, MANAGING BOARD AND EXECUTIVE OFFICERS OF STMICROELECTRONICS N.V.

The following table sets forth the name and present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such occupation or employment is conducted of each director and executive officer of STMicroelectronics N.V. Unless otherwise indicated, the business address of the persons listed below is our head offices at WTC Schipol Airport, Schipol Boulevard 265, 1118 BH Schipol Airport, Amsterdam, The Netherlands.

MEMBERS OF THE SUPERVISORY BOARD

| Name        | Current Principal Occupation, Address and Citizenship   |
|-------------|---|
| Bruno Steve | Position: Chairman of the Supervisory Board of STMicroelectronics N.V. and president of the board of statutory auditors of Alitalia S.p.A., Atitech S.p.A. and Alitalia S.p.A.<br>Address: c/o STMicroelectronics N.V.<br>WTC Schipol Airport<br>Schipol Boulevard 265<br>1118 BH Schipol Airport<br>Amsterdam, The Netherlands<br>Citizenship: Italian |

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|               |              |   |
|---------------|--------------|---|
| Tom de Waard  | Position:    | Member of the Supervisory Board of STMicro<br>and Managing Partner of Clifford Chance LLP   |
|               | Address:     | c/o Clifford Chance LLP<br>Droogbak 1A, 1013 GE Amsterdam<br>PO Box 251, 1000 AG Amsterdam<br>The Netherlands   |
|               | Citizenship: | Dutch   |
| Remy Dullieux | Position:    | Member of the Supervisory Board of STMicro<br>and France Telecom Executive Manager for t<br>Eastern areas of France and member of the<br>directors of FT1CI |
|               | Address:     | France Telecom<br>6, place d'Alleray<br>75015 Paris, France   |
|               | Citizenship: | French  |

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MEMBERS OF THE SUPERVISORY BOARD

| Name           | Current Principal Occupation, Address and Citizenship |   |
|----------------|---|---|
| Douglas Dunn   | Position:   | Member of the Supervisory Board of STMicro<br>and President and Chief Executive Officer<br>Lithography Holding N.V., and serves as a<br>boards of directors of ARM plc, Sendo plc   |
|                | Address:  | c/o ASML N.V.<br>De Run 1110<br>La Veldhoven, The Netherlands   |
|                | Citizenship:  | English   |
| Riccardo Gallo | Position:   | Member of the Supervisory Board of STMicro<br>Chairman of the Italian Institute for Indu  |
|                | Address:  | c/o Institute for Industrial Promotion<br>Via Le Maresciallo Pilsudski 124<br>00197 Rome, Italy   |
|                | Citizenship:  | Italian   |
| Francis Gavois | Position:   | Member of the Supervisory Board of STMicro<br>and member of the board of directors of FT<br>Omnium and the Consortium de Realisation (  |
|                | Address:  | c/o STMicroelectronics N.V.<br>WTC Schipol Airport<br>Schipol Boulevard 265<br>1118 BH Schipol Airport<br>Amsterdam, The Netherlands  |
|                | Citizenship:  | French  |
| Alessandro Ovi | Position:   | Member of the Supervisory Board of STMicro<br>Special Advisor to the President of the Eu<br>and member of the boards of directors of S<br>Carnegie Mellon University, N.W. Fund and<br>Development Committee of the Massachusetts<br>Technology |
|                | Address:  | c/o STMicroelectronics N.V.<br>WTC Schipol Airport<br>Schipol Boulevard 265<br>1118 BH Schipol Airport<br>Amsterdam, The Netherlands  |
|                | Citizenship:  | Italian   |

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MEMBERS OF THE SUPERVISORY BOARD

Name Current Principal Occupation, Address and Citizenship

Robert M. White Position: Member of the Supervisory Board of STMicro  
University Professor and Director of the D  
Systems Center at Carnegie Mellon Universi  
boards of directors of Read-Rite, Inc. and  
Graphics, Inc.  
Address: Carnegie Mellon University  
5000 Forbes Avenue  
Pittsburgh, PA 15213, USA  
Citizenship: American

SOLE MEMBER OF THE MANAGING BOARD AND EXECUTIVE OFFICERS

Name Current Principal Occupation, Address and Citizenship

Pasquale Pistorio Position: President and Chief Executive Officer and  
the Managing Board  
Citizenship: Italian  
Address: c/o STMicroelectronics N.V.  
39 Chemin du Champ des Filles,  
1228 Plan-Les-Ouates  
Geneva, Switzerland  
Georges Auguste Position: Corporate Vice President, Total Quality an  
Management  
Citizenship: French  
Address: c/o STMicroelectronics N.V.  
39 Chemin du Champ des Filles,  
1228 Plan-Les-Ouates  
Geneva, Switzerland  
Laurent Bosson Position: Corporate Vice President, Front-end Manufa  
Citizenship: French  
Address: c/o STMicroelectronics N.V.  
39 Chemin du Champ des Filles,  
1228 Plan-Les-Ouates  
Geneva, Switzerland

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SOLE MEMBER OF THE MANAGING BOARD AND EXECUTIVE OFFICERS

Name Current Principal Occupation, Address and Citizenship

Carlo Bozotti Position: Corporate Vice President, Memory Products  
Citizenship: Italian  
Address: c/o STMicroelectronics N.V.  
39 Chemin du Champ des Filles,  
1228 Plan-Les-Ouates  
Geneva, Switzerland  
Salvatore Castorina Position: Corporate Vice President, Discrete and Sta  
Citizenship: Italian  
Address: c/o STMicroelectronics N.V.  
39 Chemin du Champ des Filles,  
1228 Plan-Les-Ouates  
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|                 |                                       |   |
|-----------------|---------------------------------------|---|
| Andrea Cuomo    | Position:<br>Citizenship:<br>Address: | Corporate Vice President, Application System<br>Technology Group<br>Italian<br>c/o STMicroelectronics N.V.<br>39 Chemin du Champ des Filles,<br>1228 Plan-Les-Ouates<br>Geneva, Switzerland |
| Alain Dutheil   | Position:<br>Citizenship:<br>Address: | Corporate Vice President, Strategic Planning<br>Resources<br>French<br>c/o STMicroelectronics N.V.<br>39 Chemin du Champ des Filles,<br>1228 Plan-Les-Ouates<br>Geneva, Switzerland         |
| Carlo Ferro     | Position:<br>Citizenship:<br>Address: | Corporate Vice President, Chief Financial Officer<br>Italian<br>c/o STMicroelectronics N.V.<br>39 Chemin du Champ des Filles,<br>1228 Plan-Les-Ouates<br>Geneva, Switzerland                |
| Philippe Geyres | Position:<br>Citizenship:<br>Address: | Corporate Vice President, Consumer and Microcontroller<br>French<br>c/o STMicroelectronics N.V.<br>39 Chemin du Champ des Filles,<br>1228 Plan-Les-Ouates<br>Geneva, Switzerland            |

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SOLE MEMBER OF THE MANAGING BOARD AND EXECUTIVE OFFICERS

| Name                   | Current Principal Occupation, Address and Citizenship |  |
|------------------------|---|--|
| Jean-Claude Marquet    | Position:<br>Citizenship:<br>Address:                 | Corporate Vice President, Asia/Pacific Region<br>French<br>c/o STMicroelectronics N.V.<br>39 Chemin du Champ des Filles,<br>1228 Plan-Les-Ouates<br>Geneva, Switzerland              |
| Pier Angelo Martinotti | Position:<br>Citizenship:<br>Address:                 | Corporate Vice President, New Ventures Group<br>Italian<br>c/o STMicroelectronics N.V.<br>39 Chemin du Champ des Filles,<br>1228 Plan-Les-Ouates<br>Geneva, Switzerland              |
| Joel Monnier           | Position:<br>Citizenship:<br>Address:                 | Corporate Vice President, Central Research and Development<br>French<br>c/o STMicroelectronics N.V.<br>39 Chemin du Champ des Filles,<br>1228 Plan-Les-Ouates<br>Geneva, Switzerland |
| Piero Mosconi          | Position:<br>Citizenship:<br>Address:                 | Corporate Vice President, Treasurer<br>Italian<br>c/o STMicroelectronics N.V.<br>39 Chemin du Champ des Filles,<br>1228 Plan-Les-Ouates<br>Geneva, Switzerland                       |
| Carmelo Papa           | Position:<br>Citizenship:<br>Address:                 | Corporate Vice President, Emerging Markets<br>Italian<br>c/o STMicroelectronics N.V.   |



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|                    |                                       |  |
|--------------------|---------------------------------------|--|
| Richard Pieranunzi | Position:<br>Citizenship:<br>Address: | 39 Chemin du Champ des Filles,<br>1228 Plan-Les-Ouates<br>Geneva, Switzerland<br>Corporate Vice President, Americas Region<br>American<br>c/o STMicroelectronics N.V.<br>39 Chemin du Champ des Filles,<br>1228 Plan-Les-Ouates<br>Geneva, Switzerland |
|--------------------|---------------------------------------|--|

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SOLE MEMBER OF THE MANAGING BOARD AND EXECUTIVE OFFICERS

| Name               | Current Principal Occupation, Address and Citizenship |  |
|--------------------|---|--|
| Aldo Romano        | Position:<br>Citizenship:<br>Address:                 | Corporate Vice President, Telecommunicatio<br>and Automotive Group<br>Italian<br>c/o STMicroelectronics N.V.<br>39 Chemin du Champ des Filles,<br>1228 Plan-Les-Ouates<br>Geneva, Switzerland      |
| Giordano Seragnoli | Position:<br>Citizenship:<br>Address:                 | Corporate Vice President, Back-end Manufac<br>Subsystems Products Group<br>Italian<br>c/o STMicroelectronics N.V.<br>39 Chemin du Champ des Filles,<br>1228 Plan-Les-Ouates<br>Geneva, Switzerland |
| Keizo Shibata      | Position:<br>Citizenship:<br>Address:                 | Corporate Vice President, Japan Region<br>Japanese<br>c/o STMicroelectronics N.V.<br>39 Chemin du Champ des Filles,<br>1228 Plan-Les-Ouates<br>Geneva, Switzerland                                 |
| Enrico Villa       | Position:<br>Citizenship:<br>Address:                 | Corporate Vice President, European Region<br>Italian<br>c/o STMicroelectronics N.V.<br>39 Chemin du Champ des Filles,<br>1228 Plan-Les-Ouates<br>Geneva, Switzerland                               |