

8X8 INC /DE/

Form 4/A

December 05, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2015
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Weirich Daniel

(Last) (First) (Middle)

C/O 8X8 INC., 2125 O'NEL DRIVE

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

8X8 INC /DE/ [EGHT]

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

08/31/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)
09/03/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

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)
Stock Purchase Rights	08/31/2014		F ⁽¹⁾	782 D \$ 7.77	797,832	D	
Common Stock	09/02/2014		M ⁽²⁾	5,230 A \$ 0.87	797,832	D	
Common Stock	09/02/2014		S ⁽²⁾	5,230 D \$ 7.8414	792,602	D	
Common Stock	09/02/2014		M ⁽²⁾	4,770 A \$ 0.63	792,602	D	
Common Stock	09/02/2014		S ⁽²⁾	4,770 D \$ 7.8414	787,832	D	

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Common Stock	09/03/2014	M ⁽²⁾	10,000	A	\$ 0.63	787,832	D
Common Stock	09/03/2014	S ⁽²⁾	10,000	D	\$ 7.7649	777,832	D

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 (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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.87	09/02/2014		M ⁽²⁾		5,230		⁽³⁾	09/30/2018	Common Stock	5,230
Employee Stock Option (right to buy)	\$ 0.63	09/02/2014		M ⁽²⁾		4,770		⁽⁴⁾	11/06/2018	Common Stock	4,770
Employee Stock Option (right to buy)	\$ 0.63	09/03/2014		M ⁽²⁾		10,000		⁽⁴⁾	11/06/2018	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Weirich Daniel C/O 8X8 INC.	Chief Financial Officer

2125 O'NEL DRIVE
SAN JOSE, CA 95131

Signatures

/s/ Dan Weirich

12/05/2014

__Signature of
Reporting Person

Date

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) Payment of tax liability by withholding securities incident to vesting of restricted stock units.
- (2) Sale under a 10b5-1 Stock Sales Plan, dated May 30, 2014.
- (3) This option becomes exercisable at the rate of one forty-eighth of the shares on 10/30/2008 and at the end of each full month thereafter.
- (4) This option becomes exercisable at the rate of one forty-eighth of the shares on 12/06/2008 and at the end of each full month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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