

GENOVESE MARY ELLEN P  
Form 4  
September 24, 2018

**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

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**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 \*  
GENOVESE MARY ELLEN P

(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)  
09/20/2018

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 09/20/2018                           |  | M <sup>(1)</sup>               | 11,975 A \$ 0   | 164,282   | D  |   |
| Common Stock                    | 09/20/2018                           |  | F <sup>(2)</sup>               | 4,845 D \$ 21.75  | 159,437   | D  |   |
| Common Stock                    | 09/20/2018                           |  | M <sup>(3)</sup>               | 26,917 A \$ 0   | 186,354   | D  |   |
| Common Stock                    | 09/20/2018                           |  | F <sup>(2)</sup>               | 13,345 D \$ 21.75   | 173,009   | D  |   |
| Common Stock                    | 09/22/2018                           |  | M <sup>(4)</sup>               | 13,923 A \$ 0   | 186,932   | D  |   |

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|              |            |                  |        |   |         |         |   |
|--------------|------------|------------------|--------|---|---------|---------|---|
| Common Stock | 09/22/2018 | F <sup>(2)</sup> | 6,903  | D | \$ 21.2 | 180,029 | D |
| Common Stock | 09/22/2018 | M <sup>(5)</sup> | 21,028 | A | \$ 0    | 201,057 | D |
| Common Stock | 09/22/2018 | F <sup>(2)</sup> | 10,425 | D | \$ 21.2 | 190,632 | 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 Security (Instr. 3 and 4) | Amount or Number of |
|--|--|--------------------------------------|--|--------------------------------|---|---|--------|--|-----------------------|---|---------------------|
|  |  |                                      |  | Code                           | V | (A)   | (D)    | Date Exercisable   | Expiration Date       |   |                     |
| Restricted Stock Unit                      | (6)  | 09/20/2018                           |  | M <sup>(1)</sup>               |   |   | 11,975 | (7)  | 09/20/2020            | Common Stock  | 11                  |
| Restricted Stock Unit                      | (6)  | 09/20/2018                           |  | J <sup>(8)</sup>               |   | 9,079   |        |  | 09/20/2018 09/20/2019 | Common Stock  | 9                   |
| Restricted Stock Unit                      | (6)  | 09/20/2018                           |  | M <sup>(3)</sup>               |   |   | 26,917 | (8)  | 09/20/2019            | Common Stock  | 26                  |
| Restricted Stock Unit                      | (6)  | 09/22/2018                           |  | M <sup>(4)</sup>               |   |   | 13,923 | (9)  | 09/22/2019            | Common Stock  | 13                  |
| Restricted Stock Unit                      | (6)  | 09/22/2018                           |  | J <sup>(10)</sup>              |   | 10,514  |        |  | 09/22/2018 09/22/2018 | Common Stock  | 10                  |
| Restricted Stock Unit                      | (6)  | 09/22/2018                           |  | M <sup>(5)</sup>               |   |   | 21,028 | (10)   | 09/22/2018            | Common Stock  | 21                  |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| GENOVESE MARY ELLEN P<br>C/O 8X8, INC<br>2125 O'NEL DRIVE |               |           | Chief Financial Officer |       |

SAN JOSE, CA 95131

## Signatures

/s/ Mary Ellen  
Genovese

09/24/2018

\_\_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) 11,975 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (2) Payment of tax liability by withholding securities incident to vesting of restricted stock units
- (3) 26,917 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (4) 13,923 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (5) 21,028 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (6) Each restricted stock unit represents a contingent right to receive one share of EGHT common stock.

- (7) This award vests at the rate of one-fourth of such shares at September 19, 2017, one-fourth of such shares at September 19, 2018, one-fourth of such shares at September 19, 2019 and one-fourth of such shares at September 19, 2020.

As previously reported on a Form 4, the Reporting person was awarded 35,676 performance share units (PSUs) on September 20, 2016, of which 50% were eligible to vest on each of the second and third anniversaries of the award date. On September 20, 2018, the first installment of 17,838 PSUs vested at 150.9% of target, such that 26,917 shares became issuable. Of these shares 13,572 were issued to the reporting person and the remaining 13,345 were withheld to pay the associated tax liability. The 9,079 units reported in Table II correspond to the additional shares issued in excess of 17,838 share target for the first vesting installment.

- (9) This award vests at the rate of one-fourth of such shares at September 22, 2016, one-fourth of such shares at September 22, 2017, one-fourth of such shares at September 22, 2018 and one-fourth of such shares at September 22, 2019.

- (10) As previously reported on a Form 4, the reporting person was awarded 21,028 performance share units (PSUs) on September 22, 2015, of which 50% were eligible to vest on each of the second and third anniversaries of the award date. On September 22, 2018, the second installment of 21,028 PSUs vested at 200.0% of target, such that 10,514 shares became issuable. Of these shares, 10,603 were issued to the reporting person and the remaining 10,425 were withheld to pay the associated tax liability. The 10,514 units reported in Table II correspond to the additional shares issued in excess of 10,514 share target for the second vesting installment.

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