

8X8 INC /DE/  
Form 4/A  
December 05, 2014

**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 \*  
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  
 Officer (give title below) \_\_\_ Other (specify below)

Chief Financial Officer

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Stock Purchase Rights	08/31/2014		F <sup>(1)</sup>		782	D	\$ 7.77 797,832
Common Stock	09/02/2014		M <sup>(2)</sup>		5,230	A	\$ 0.87 797,832
Common Stock	09/02/2014		S <sup>(2)</sup>		5,230	D	\$ 7.8414 792,602
Common Stock	09/02/2014		M <sup>(2)</sup>		4,770	A	\$ 0.63 792,602
Common Stock	09/02/2014		S <sup>(2)</sup>		4,770	D	\$ 7.8414 787,832

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Common Stock	09/03/2014	<u>M</u> (2)	10,000	A	\$ 0.63	787,832	D
Common Stock	09/03/2014	<u>S</u> (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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**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		<u>M</u> (2)	5,230	(3) 09/30/2018	Common Stock 5,230
Employee Stock Option (right to buy)	\$ 0.63	09/02/2014		<u>M</u> (2)	4,770	(4) 11/06/2018	Common Stock 4,770
Employee Stock Option (right to buy)	\$ 0.63	09/03/2014		<u>M</u> (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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