

8X8 INC /DE/  
Form 3  
November 03, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |          |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â GENOVESE MARY ELLEN                     |          |          | (Month/Day/Year)                     | 8X8 INC /DE/ [EGHT]  |  |
| P   |          |          | 11/01/2014                           |  |  |
| (Last)                                    | (First)  | (Middle) |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| C/O 8X8, INC.,Â 2125 O'NEL DRIVE          |          |          |                                      | (Check all applicable)   |  |
|   | (Street) |          |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| SAN JOSE,Â CAÂ 95131                      |          |          |                                      | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>Chief Financial Officer | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City)                                    | (State)  | (Zip)    |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 24,900   | D   | Â  |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | Â (1)            | 07/22/2024      | Common Stock | 34,184                     | \$ 7.52  | D                                     | Â |
| Restricted Stock Units               | Â (2)            | 07/22/2024      | Common Stock | 24,024                     | \$ (3)   | D                                     | Â |
| Employee Stock Option (right to buy) | Â (4)            | 10/21/2024      | Common Stock | 189,612                    | \$ 6.86  | D                                     | Â |
| Restricted Stock Units               | Â (5)            | 03/31/2018      | Common Stock | 34,640                     | \$ (3)   | D                                     | Â |
| Restricted Stock Units               | Â (6)            | 10/21/2018      | Common Stock | 33,360                     | \$ (3)   | D                                     | Â |

## 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<br>SAN JOSE, CA 95131 | Â             | Â         | Â Chief Financial Officer | Â     |

## Signatures

/s/ MaryEllen  
Genovese

11/03/2014

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 7/1/2015 and an additional one thirty-sixth of the remaining shares shall vest at the end of each full month thereafter.
- (2) This award vests at the rate of one-fourth of such shares at July 1, 2015, one-fourth of such shares at July 1, 2016, one-fourth of such shares at July 1, 2017 and one-fourth of such shares at July 1, 2018.
- (3) Each restricted stock unit represents a contingent right to receive one share of EGHT common stock.
- (4) This option becomes exercisable at the rate of one-fourth of the shares on 10/21/2015 and an additional one thirty-sixth of the remaining shares shall vest at the end of each full month thereafter.
- (5) RSUs vest (1) up to 25% on March 31, 2016; (2) up to 50% on March 31, 2017; and (3) up to 25% on March 31, 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.
- (6) 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.

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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