

Zinn Matthew  
Form 4  
October 25, 2018

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Zinn Matthew

(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)

10/23/2018

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)

SVP-GC, Secretary and CPO

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	(D)	Price

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	10/23/2018			A		32,820		<u>(2)</u>	10/23/2021	Common Stock	32,820
Performance Stock Units	<u>(1)</u>	10/23/2018			A		34,313		<u>(3)</u>	10/23/2021	Common Stock	34,313
Restricted Stock Unit	<u>(1)</u>	10/23/2018			A		3,516		<u>(4)</u>	10/23/2019	Common Stock	3,516

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Zinn Matthew C/O 8X8, INC 2125 O'NEL DRIVE SAN JOSE, CA 95131	SVP-GC, Secretary and CPO

## Signatures

/s/ Matthew  
Zinn 10/25/2018

\_\_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) Each restricted stock unit represents a contingent right to receive one share of EGHT common stock.  
RSUs shall vest with respect to one-third (33.3%) of the total number of underlying shares on the first anniversary of the Vesting Commencement Date, then eight and one-third percent (8.3375%) vesting each quarter thereafter, over a period of eight (8) quarters, subject to the participant's continued employment or other association with the Company.  
RSUs vest (1) 50% on October 23, 2020 and (2) 50% on October 23, 2021, in each case subject to performance of 8x8's common stock relative to the Russell 2000 Index during the period from grant date through such vesting date. A 2x multiplier will be applied to the total
- (3) shareholder returns (TSR) for each 1% of positive or negative relative TSR, and the number of shares earned will increase or decrease by 2% of the target number shown in table. In the event 8x8's common stock performance is below negative 30%, relative to the benchmark, no shares will be issued. Maximum number of shares issuable is two times the number shown in the table.
- (4) This award shall vest 100% on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. entification Number (PIN). (a) (1) (E) Form of Confirmation Letter Including Agreement to Grant Replacement Options - DeltaShare Stock Option Plan and Pilots Stock Option Plan (SkyShares). (a) (1) (F) Form of Withdrawal - DeltaShare Stock Option Plan and Pilots Stock Option Plan (SkyShares). (a) (1) (G) Form of

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Confirmation of Withdrawal Letter from Merrill Lynch - DeltaShare Stock Option Plan and Pilots Stock Option Plan (SkyShares). (a) (1) (H) Form of Voided Election Letter from Merrill Lynch - DeltaShare Stock Option Plan and Pilots Stock Option Plan (SkyShares). (a) (1) (I) Form of Confirmation of Participation in the Offer - DeltaShare Stock Option Plan and Pilots Stock Option Plan (SkyShares). (a) (1) (J) Form of Confirmation Letter Including Agreement to Grant Replacement Options - 2000 Performance Compensation Plan. (a) (1) (K) Form of Withdrawal - 2000 Performance Compensation Plan. (a) (1) (L) Form of Confirmation of Withdrawal Letter from Merrill Lynch - 2000 Performance Compensation Plan. (a) (1) (M) Form of Voided Election Letter from Merrill Lynch - 2000 Performance Compensation Plan. (a) (1) (N) Form of Confirmation of Participation in the Offer - 2000 Performance Compensation Plan. (a) (1) (O) Form of IVR Script - DeltaShare Stock Option Plan and Pilots Stock Option Plan (SkyShares). (a) (1) (P) Form of Script for Personal Service Representatives - 2000 Performance Compensation Plan. (a) (1) (Q) Form of Script for Personal Service Representatives - DeltaShare Stock Option Plan and Pilots Stock Option Plan (SkyShares). (a) (1) (R) DeltaNet Intranet Pages (Option Exchange area on the HR Employee Connection). (a) (1) (S) Option Exchange Program Booklet - DeltaShare Stock Option Plan and Pilots Stock Option Plan (SkyShares). (a) (1) (T) Option Exchange Program Booklet - 2000 Performance Compensation Plan. (a) (1) (U) Letter from Leo Mullin dated May 28, 2003. (a) (1) (V) Form of Stock Option Record Keeping Statement - DeltaShare Stock Option Plan and Pilots Stock Option Plan (SkyShares). (a) (1) (W) Form of Stock Option Record Keeping Statement - 2000 Performance Compensation Plan. (a) (1) (X) Form of Option Exchange Poster. (a) (1) (Y) Form of Letter to Relatives and Contacts of Delta Employees on Military Leave Who Are Eligible for the Stock Option Exchange Program. (a) (1) (Z) Stock Option Basics. (a) (1) (AA) Newsline Intranet Communications to Employees - May 28, 2003 (a) (1) (BB) Press Release dated May 28, 2003. (a) (1) (CC) Internal Communication regarding Stock Option Exchange Program. (a) (1) (DD) First Supplement to Offer to Exchange. (d) (1) Delta 2000 Performance Compensation Plan, filed as Appendix A to Delta's Proxy Statement dated September 15, 2000 and incorporated herein by reference. (d) (2) First Amendment to Delta 2000 Performance Compensation Plan. (d) (3) Delta Pilots Stock Option Plan, filed as Exhibit 4.5 to Delta's Registration Statement on Form S-8 on November 20, 1996 (Registration Number 333-16471) and incorporated herein by reference. (d)(4) Letter Agreement dated June 19, 1998 amending Pilots Stock Option Plan. (d) (5) Amendment to Delta Pilots Stock Option Plan. (d) (6) DeltaShare Stock Option Plan, filed as Exhibit 4.4 to Delta's Registration Statement on Form S-8 on November 20, 1996 (Registration Number 333-16471) and incorporated herein by reference. (d) (7) First Amendment to DeltaShare Stock Option Plan. 2