

Hakeman Darren J.
Form 4
September 24, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hakeman Darren J.

2. Issuer Name **and** Ticker or Trading
Symbol
8X8 INC /DE/ [EGHT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2125 O'NEL DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
09/20/2018

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

SVP-Strategy,Analytics&CorpDev

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

X Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

SAN JOSE, CA 95131

(City) (State) (Zip)

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 ⁽¹⁾		6,448	A	\$ 0
							67,653
Common Stock	09/20/2018		F ⁽²⁾		3,067	D	\$ 21.75
							64,586
Common Stock	09/20/2018		M ⁽³⁾		7,249	A	\$ 0
							71,835
Common Stock	09/20/2018		F ⁽²⁾		3,449	D	\$ 21.75
							68,386
Common Stock	09/20/2018		M ⁽³⁾		7,249	A	\$ 0
							75,635

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Common Stock	09/20/2018	<u>F</u> (2)	3,449	D	\$ 21.75	72,186	D
Common Stock	09/22/2018	<u>M</u> (4)	9,282	A	\$ 0	81,468	D
Common Stock	09/22/2018	<u>F</u> (2)	4,416	D	\$ 21.2	77,052	D
Common Stock	09/22/2018	<u>M</u> (5)	14,020	A	\$ 0	91,072	D
Common Stock	09/22/2018	<u>F</u> (2)	6,920	D	\$ 21.2	84,152	D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	<u>(6)</u>	09/20/2018		<u>M</u> (1)	6,448	<u>(10)</u> 09/20/2020	Common Stock 6,448
Restricted Stock Unit	<u>(6)</u>	09/20/2018		<u>J</u> (7)	2,445	09/20/2018 09/20/2018	Common Stock 2,445
Restricted Stock Unit	<u>(6)</u>	09/20/2018		<u>M</u> (3)	7,249	<u>(7)</u> 09/20/2021	Common Stock 7,249
Restricted Stock Unit	<u>(6)</u>	09/20/2018		<u>J</u> (7)	2,445	09/20/2018 09/20/2018	Common Stock 2,445
Restricted Stock Unit	<u>(6)</u>	09/20/2018		<u>M</u> (3)	7,249	<u>(7)</u> 09/20/2019	Common Stock 7,249
Restricted Stock Unit	<u>(6)</u>	09/22/2018		<u>M</u> (4)	9,282	<u>(8)</u> 09/22/2019	Common Stock 9,282
Restricted Stock Unit	<u>(6)</u>	09/22/2018		<u>J</u> (9)	7,010	09/22/2018 09/22/2018	Common Stock 7,010
Restricted Stock Unit	<u>(6)</u>	09/22/2018		M	14,020	<u>(9)</u> 09/22/2018	Common Stock 14,020

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hakeman Darren J. 2125 O'NEL DRIVE SAN JOSE, CA 95131			SVP-Strategy,Analytics&CorpDev	

Signatures

/s/ Darren J.
Hackman 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) 6,448 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) 7,249 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (4) 9,282 Restricted Stock Units became fully vested and have been converted to Common Stock.
- (5) 14,020 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.
- 19. As previously reported on a Form 4, the reporting person was awarded 9,608 performance share units (PSUs) on September 26, 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 4,804 PSUs vested at 150.9 % of target, such that 7,249 shares became issuable. Of these shares, 3,800 were issued to the reporting person and the remaining 3,449 were withheld to pay the associated tax liability. The 2,445 units reported in Table II correspond to the additional shares issued in excess of 4,804 share target for the first vesting installment.
- (8) 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.
- As previously reported on a Form 4, the reporting person was awarded 14,020 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 7,010 PSUs vested at 200.0% of target, such that 14,020 shares became issuable. Of these shares, 7,100 were issued to the reporting person and the remaining 6,920 were withheld to pay the associated tax liability. The 7,010 units reported in Table II correspond to the additional shares issued in excess of 7,010 share target for the second vesting installment.
- (9) 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.
- (10)

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