#### MARTIN BRYAN R

Form 4

November 17, 2008

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

0.5

Estimated average

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARTIN BRYAN R			2. Issuer Name <b>and</b> Ticker or Trading Symbol 8X8 INC /DE/ [EGHT]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Choon an apphicaele)			
			(Month/Day/Year)	Director 10% Owner			
C/O 8X8 IN	C, 3151 JAY	STREET	11/17/2008	X Officer (give title Other (specify below)  Chief Executive Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_Form filed by One Reporting Person			
SANTA CLARA, CA 95054				Form filed by More than One Reporting			

### (City) (State) (Zip) Table I Non Derivative Securities Acquired Disposed of or Reposicially Owns

(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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	11/17/2008		P	8,000	A	\$ 0.58	1,570,084	D		
Common Stock	11/17/2008		P	1,700	A	\$ 0.58	1,571,784	D		
Common Stock	11/17/2008		P	6,300	A	\$ 0.59	1,578,084	D		
Common Stock	11/17/2008		P	8,000	A	\$ 0.59	1,586,084	D		
Common Stock	11/17/2008		P	8,000	A	\$ 0.59	1,594,084	D		

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Common Stock P 4,200 A \$ 1,598,284 D

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)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	nd	8. Price of	9. Nu
e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	/Year)	Underlyii	ng	Security	Secui
Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	S	(Instr. 5)	Bene
Derivative				Securities	3		(Instr. 3 a	and 4)		Own
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
							Λ,	mount		
						Expiration Date				
			Code V	(A) (D)						
	e Conversion or Exercise Price of Derivative	e Conversion (Month/Day/Year) or Exercise Price of Derivative	e Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	e Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion (Month/Day/Year) Execution Date, if TransactionNumber or Exercise any Code of Price of (Month/Day/Year) (Instr. 8) Derivative Security Acquired (A) or Disposed of (D) (Instr. 3,	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code of (Month/Day/Pear) Expiration Date, if any Code of (Month/Day/Pear) Expiration Date any Code of (Month/Day/Pear) Expiration Date Expiration Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Expiration Date Expiration Date any Code of (Month/Day/Pear) Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date any Code of (Month/Day/Pear) Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Expiration Date any Code of (Month/Day/Pear) Date Expiration Date Date Expiration Date Date Date Date Date Date Date Date	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date or Exercise any Code of (Month/Day/Year) Price of (Month/Day/Year) (Instr. 8) Derivative Security Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date  Expiration Date  any Code of (Month/Day/Year)  (Month/Day/Year)  Execution Date, if TransactionNumber Expiration Date  (Month/Day/Year)  (Instr. 8) Derivative  Securities  Acquired  (A) or  Disposed of (D)  (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code of (Month/Day/Year) Underlying Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date Amount Underlying Securities (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion or Exercise any Code of (Month/Day/Year) Underlying Securities  Price of Derivative Security  Month/Day/Year)  Securities  Amount of (Month/Day/Year)  Securities  Securities  Acquired  (A) or  Disposed of (D)  (Instr. 3, 4, and 5)  Date Expiration Date  Amount of (Month/Day/Year)  Underlying Securities  (Instr. 3 and 4)  Amount of (Month/Day/Year)  Underlying Securities  Securities  Figure 1 and 1 and 2 and 3 and 4 and 5 an	Conversion or Exercise Price of Oberivative Security  Derivative Security  Security  Code of (Month/Day/Year) (Instr. 8) Derivative Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable Date (Expiration Date any (Month/Day/Year) (Instr. 3) Amount of Oberivative Security (Instr. 5) Derivative Securities (Instr. 5) Derivative Securities  Amount of Derivative Security (Instr. 5) Securities (Instr. 3 and 4)  Date Expiration Date (Expiration Date any (Instr. 5) Derivative Securities (Instr. 5)  Amount or Title Number of

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MARTIN BRYAN R C/O 8X8 INC 3151 JAY STREET SANTA CLARA, CA 95054

Chief Executive Officer

## **Signatures**

/s/ Bryan R Martin 11/17/2008

\*\*Signature of Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.

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