

Gatoff Steven

Form 3

November 08, 2018

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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 \*

Gatoff Steven

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

11/01/2018

3. Issuer Name **and** Ticker or Trading Symbol  
8X8 INC /DE/ [EGHT]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)C/O 8X8, INC, 2125 O'NEAL  
DRIVE

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
EVP, Chief Financial Officer

SAN JOSE, CA 95131

(City)

(State)

(Zip)

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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

0

D

A

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)

6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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|                         | Date<br>Exercisable | Expiration<br>Date |                 | Amount or<br>Number of<br>Shares |      | or Indirect<br>(I)<br>(Instr. 5) |   |
|-------------------------|---------------------|--------------------|-----------------|----------------------------------|------|----------------------------------|---|
| Restricted Stock Units  | Â (1)               | Â (2)              | Common<br>Stock | 71,232                           | \$ 0 | D                                | Â |
| Performance Stock Units | Â (3)               | 10/23/2021         | Common<br>Stock | 78,431                           | \$ 0 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |                                |       |
|-------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                         | Director      | 10% Owner | Officer                        | Other |
| Gatoff Steven<br>C/O 8X8, INC<br>2125 O'NEL DRIVE<br>SAN JOSE, CA 95131 | Â             | Â         | Â EVP, Chief Financial Officer | Â     |

## Signatures

/s/ Steven Gatoff 11/08/2018

\_\_Signature of Date  
Reporting Person

## 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).
- RSUs shall vest with respect to one-third (33.3%) of the total number of underlying shares on the first anniversary of the Vesting
- (1) 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.
  - (2) Restricted Stock Units have no expiration date.
- PSUs 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.

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.