

Narayanaswamy Ramprakash  
 Form 3  
 April 05, 2010

**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	
Narayanaswamy Ramprakash		(Month/Day/Year)	8X8 INC /DE/ [EGHT]	
(Last)	(First)	(Middle)	04/01/2010	
C/O 8X8 INC, 810 W MAUDE AVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SUNNYVALE, CA 94085			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Technology Officer	

**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	111,540	D	^
Stock Purchase Rights	27,760	D	^

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 currently valid OMB control number.**

**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)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â <u>(1)</u>	02/22/2015	Common Stock	25,000	\$ 2.69	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	04/26/2015	Common Stock	15,000	\$ 1.32	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	04/18/2016	Common Stock	100,000	\$ 1.59	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	08/28/2017	Common Stock	100,000	\$ 1.26	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	09/30/2018	Common Stock	75,000	\$ 0.87	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Narayanaswamy Ramprakash C/O 8X8 INC 810 W MAUDE AVE SUNNYVALE, CA 94085	Â	Â	Â Chief Technology Officer	Â

## Signatures

/s/ Ramprakash  
Narayanaswamy

04/05/2010

\_\_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) The option becomes exercisable at the rate of 1/4th of the shares on 2/22/06 and 1/36th of the remaining shares at the end of each full month thereafter. On January 27, 2009, the board of directors approved the acceleration of the unvested stock options.
- (2) The option becomes exercisable at the rate of 1/48th of the shares on 5/26/05 and at the end of each full month thereafter. On January 27, 2009, the board of directors approved the acceleration of the unvested stock options.
- (3) The option becomes exercisable at the rate of 1/48th of the shares on 5/18/06 and at the end of each full month thereafter. On January 27, 2009, the board of directors approved the acceleration of the unvested stock options.
- (4) The option becomes exercisable at the rate of 1/48th of the shares on 9/28/07 and at the end of each full month thereafter. On January 27, 2009, the board of directors approved the acceleration of the unvested stock options.
- (5) The option becomes exercisable at the rate of 1/48th of the shares on 10/30/08 and at the end of each full month thereafter. On January 27, 2009, the board of directors approved the acceleration of the unvested stock options.

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.