

8X8 INC /DE/
Form 4
May 30, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
REES HUW A

(Last) (First) (Middle)

C/O 8X8 INC, 3151 JAY STREET

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

8X8 INC /DE/ [eght]

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

05/29/2008

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)

VP of Sales & Marketing

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 Ownership (Instr. 4)
Common Stock	05/29/2008		P	(A) or (D) Amount 20,000 (1)	\$ 0.6	695,519	D
Common Stock	05/29/2008		P	(A) or (D) Amount 5,000 (1)	\$ 0.75	700,519	D
Common Stock	05/29/2008		P	(A) or (D) Amount 5,000 (1)	\$ 1	705,519	D
Common Stock	05/29/2008		S	(A) or (D) Amount 14,627 (1)	\$ 1.22	690,892	D
Common Stock	05/30/2008		S	(A) or (D) Amount 15,373 (1)	\$ 1.22	675,519	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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

REES HUW A
C/O 8X8 INC
3151 JAY STREET
SANTA CLARA, CA 95054

VP of Sales & Marketing

Signatures

/s/ Huw Rees 05/30/2008

__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) Mr. Rees invested in the Company's July 2003 financing and received 5 year warrants to purchase 30,000 shares ("Warrant Shares") of 8x8, Inc. (the "Company") common stock in conjunction with this investment. The expiration date of these warrants is July 29, 2008. The Company's blackout period for the first fiscal quarter of 2009 will begin on June 1, 2008 and trading in the Company's stock will not be allowed until the completion of two trading days after the Company announces its first quarter results. Since the expiration date of the warrant shares will be during the blackout period, Mr. Rees exercised and sold the warrant shares in the two days prior to the commencement of the blackout period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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