

8X8 INC /DE/  
Form 8-K  
July 29, 2015

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

July 23, 2015

Date of Report (Date of earliest event reported)

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation)*

**000-21783**

*(Commission File Number)*

**2125 O'Nel Drive**  
**San Jose, CA 95131**

**77-0142404**

*(I.R.S. Employer Identification Number)*

*(Address of principal executive offices including zip code)*

**(408) 727-1885**

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former Name or Former Address, if Changed Since Last Report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) On July 27, 2015, the board of directors (the "Board") of 8x8, Inc. (the "Company") approved the amendment of the Company's bylaws in order to permit stockholders representing not less than a majority of the voting power of the then outstanding shares of capital stock of the Company to call special meetings of stockholders, subject to the terms and conditions specified in Section 2.3 (Special Meeting) of the amended and restated by-laws. The Board also approved minor conforming changes to Section 2.16 (Stockholder Proposals Relating to Nominations for Director) of the by-laws.

As previously reported in the current report on Form 8-K filed by the Company on June 25, 2015, the Board amended its by-laws on June 19, 2015 in order to make several changes. One such change was to limit the right to call a special meeting of stockholders to the Board, as has been done by most comparable peer companies in our business. Prior to this change, the Chief Executive Officer and stockholders holding a majority of the Company's outstanding shares also had the right to call special meetings of stockholders under the Company's by-laws.

In light of feedback received during the proxy solicitation for the Company's 2015 annual meeting, the Board decided to restore the right of stockholders to call a special meeting as described above and as set forth in Section 2.3 of the amended and restated by-laws.

This description of the amendments to the by-laws is qualified in its entirety by reference to the text of the amended and restated by-laws filed as Exhibit 3.2 to this report.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On July 23, 2015, 8x8, Inc. (the "Company") held its annual meeting of stockholders at which stockholders voted on and approved each of the following proposals:

- Proposal 1. Election of Guy L. Hecker, Jr., Bryan R. Martin, Vikram Verma, Eric Salzman, Ian Potter, Jaswinder Pal Singh, and Vladimir Jacimovic to serve as directors until the next annual meeting of stockholders.
- Proposal 2. Ratification of the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2016.

Final voting results were as follows:

- Proposal 1 - Election of Directors.

For

Withheld

Broker Non-Vote

Guy L. Hecker, Jr.

28,036,164

27,946,427

23,282,986

Bryan R. Martin

35,926,218

20,056,373

23,282,986

Vikram Verma

44,336,312

11,646,279

23,282,986

Eric Salzman

43,735,537

12,247,054

23,282,986

Ian Potter

44,394,891

11,587,700

23,282,986

Jaswinder Pal Singh

44,409,497

11,573,094

23,282,986

Vladimir Jacimovic

44,400,397

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11,582,194

23,282,986

- Proposal 2 - Ratification of Independent Registered Public Accounting Firm.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
78,493,101	515,195	257,281	--
Item 9.01. Financial Statements and Exhibits			

(d) Exhibits.

3.2 Amended and Restated By-laws of 8x8, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 28, 2015

8X8, INC.

By: /s/ Mary Ellen Genovese

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Mary Ellen Genovese  
*Chief Financial Officer and Secretary*

INDEX TO EXHIBITS

<u>Exhibit</u>	<u>Description</u>
3.2	<u>Amended and Restated By-laws of 8x8, Inc.</u>

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