

MARTIN BRYAN R
Form 4
June 02, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTIN BRYAN R

2. Issuer Name and Ticker or Trading Symbol
8X8 INC /DE/ [EGHT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O 8X8 INC, 810 W MAUDE AVE

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO & President

(Street)
SUNNYVALE, CA 94085

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 (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)
				(A) or (D) Price			
Stock Purchase Rights	05/31/2011		F ⁽¹⁾	254 D	\$ 3.46	1,107,216	D
Stock Purchase Rights	05/31/2011		F ⁽¹⁾	763 D	\$ 3.41	1,106,453	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)

—Before You Vote—

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

Notice & Proxy Statement

Annual Report

How to View Online:

Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) *BY INTERNET*: www.proxyvote.com

2) *BY TELEPHONE*: 1-800-579-1639

3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the following page) in the subject line.

Explanation of Responses:

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 26, 2014 to facilitate timely delivery.

—**How To Vote**—

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "*legal proxy*." To do so, please follow the instructions at *www.proxyvote.com* or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. Election of Andrew Etkind as ad hoc Chairman of the Meeting.

The Board of Directors recommends you vote FOR the following proposals:

2. Approval of Garmin Ltd.'s 2013 Annual Report, including the consolidated financial statements of Garmin Ltd. for the fiscal year ended December 28, 2013 and the statutory financial statements of Garmin Ltd. for the fiscal year ended December 28, 2013.

3. Approval of the appropriation of available earnings.

4. Approval of the payment of a cash dividend in the aggregate amount of US \$1.92 per outstanding share out of the Company's general reserve from capital contribution in four equal installments.

5. Discharge the members of the Board of Directors and the members of Executive Management from liability for the fiscal year ended December 28, 2013.

The Board of Directors recommends you vote FOR the following:

6. Election of Directors, each for a term extending until completion of the next annual general meeting:

6a. Donald H. Eller

6b. Joseph J. Hartnett

6c. Min H. Kao

Explanation of Responses:

6d. Charles W. Pepper

6e. Clifton A. Pemble

6f. Thomas P. Poberezny

7. Election of Min H. Kao as Executive Chairman of the Board of Directors for a term extending until completion of the next annual general meeting.

8. Election of Compensation Committee Members, each for a term extending until completion of the next annual general meeting:

8a. Donald H. Eller

8b. Joseph J. Hartnett

8c. Charles W. Pepper

8d. Thomas P. Poberezny

9. Election of the law firm of Reiss+Preuss LLP as Independent Proxy for a term extending until completion of the next annual general meeting.

The Board of Directors recommends you vote FOR the following proposals:

10. Ratification of the appointment of Ernst & Young LLP as Garmin Ltd.'s independent registered public accounting firm for the 2014 fiscal year and re-election of Ernst & Young Ltd. as Garmin Ltd.'s statutory auditor for another one-year term.

11. Advisory vote on executive compensation.

12. Approval of amendments to Garmin Ltd.'s Articles of Association in order to implement requirements under recent Swiss legislation regarding elections and certain other matters.

13. Approval of amendments to Garmin Ltd.'s Articles of Association in order to implement requirements under recent Swiss legislation regarding the compensation of the Board of Directors and Executive Management and related

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matters.

- 14.** Approval of amendments to the Articles of Association in order to allow general meetings to be held online to the extent permitted under applicable law.

Any new agenda items (other than those in the invitation to the meeting and the proxy statement) or new proposals
15. or motions with respect to those agenda items set forth in the invitation to the meeting and the proxy statement that may be properly put forth before the annual general meeting.