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8X8 INC /DE/  
Form SC 13D/A  
January 20, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

8x8, Inc.  
(Name of Issuer)

Common Stock, Par Value \$0.001 Per Share  
(Title of Class of Securities)

282912 10 4  
(CUSIP Number)

Pierre Ollivier  
Group Vice President and General Counsel  
STMicroelectronics N.V.  
39, Chemin du Champ des Filles  
1228 Plan-Les-Ouates  
Geneva, Switzerland  
Telephone: 011-41-22-929-2929  
(Name, Address and Telephone Number  
of Person Authorized to Receive Notices and Communications)

Copy to :  
Michael J. Coleman, Esq.  
Shearman & Sterling LLP  
1080 Marsh Road  
Menlo Park, California 94025  
Telephone: (650) 838-3600

December 30, 2003  
(Date of Event which requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), ss. 240.13d-1(f) or ss. 240.13d-1(g), check the following box: [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject Class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed

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to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:  
STMicroelectronics N.V.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a)   
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS: WC
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e):
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
The Netherlands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
- 7 SOLE VOTING POWER:  
714,400 shares of common stock
- 8 SHARED VOTING POWER:
- 9 SOLE DISPOSITIVE POWER:  
714,400 shares of common stock
- 10 SHARED DISPOSITIVE POWER:
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
714,400 shares of common stock
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS):
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 2.08%\*
- 14 TYPE OF REPORTING PERSON: CO

\* Based on 34,309,526 shares of common stock outstanding at November 30, 2003, as declared by 8x8, Inc. in its Registration Statement on Form S-3, as filed

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with the Commission on December 12, 2003.

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This Amendment No. 2 ("Amendment No. 2") amends the Statement on Schedule 13D (as amended, the "Schedule 13D") filed with the United States Securities and Exchange Commission (the "Commission") on March 3, 2000, and as first amended by Amendment No. 1 filed with the Commission on December 29, 2003, by STMicroelectronics N.V. ("ST"), a corporation with limited liability organized under the laws of the Netherlands, with respect to shares of common stock, par value \$0.001 per share (the "Common Stock") of 8x8, Inc., a Delaware corporation ("8x8").

Capitalized terms used herein and not defined herein have the meanings ascribed thereto in the Schedule 13D and Commission rules and regulations. Except as indicated herein, the information set forth in the Schedule 13D remains unchanged.

2. Identity and Background.

ST's principal business is to design, develop, manufacture and market a broad range of semiconductor integrated circuits ("ICs") used in a wide variety of microelectronic applications, including automotive products, computer peripherals, telecommunications systems, consumer products, industrial automation and control systems. ST's principal business offices are 39, Chemin du Champ des Filles, 1228 Plan-Les-Ouates, Geneva, Switzerland. Certain information regarding members of ST's Supervisory Board, Managing Board and executive officers is set forth on Annex A, which is incorporated by reference herein. Annex A of the Schedule 13D is amended and restated in its entirety to read as the Annex A attached to this Amendment No. 2.

During the last five years, none of ST or any of the persons named on Annex A have been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 5. Interest in Securities of the Issuer.

Based on 8x8's Registration Statement on Form S-3 filed with the SEC on December 12, 2003, 8x8 had 34,309,526 shares of Common Stock outstanding at November 30, 2003.

From December 29, 2003 through January 16, 2004, ST sold an aggregate of 1,487,600 shares of Common Stock in open-market brokers' transactions pursuant to Rule 144 of the Securities Act. The following table sets forth for each such transaction (i) the date of such transaction, (ii) the number of shares of Common Stock sold and (iii) the sale price per share of Common Stock:

Date of Transaction:	Number of Shares of Common Stock Sold:	Sale Price Per Share of Common Stock Sold:
12/29/2003	100,500	4.50
12/29/2003	10,000	4.51

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Date of Transaction:	Number of Shares of Common Stock Sold:	Sale Price Per Share of Common Stock Sold:
-----	-----	-----
12/29/2003	15,000	4.52
12/29/2003	23,500	4.53
12/29/2003	15,000	4.54
12/29/2003	35,000	4.55
12/29/2003	10,000	4.59
12/29/2003	62,500	4.60
12/29/2003	10,000	4.61
12/30/2003	1,000,000	4.25
12/30/2003	9,000	4.40
12/30/2003	5,000	4.45
12/30/2003	9,000	4.51
01/12/2004	17,000	5.05
01/12/2004	8,000	5.06
01/12/2004	5,000	5.07
01/12/2004	13,000	5.08
01/12/2004	2,000	5.09
01/12/2004	1,900	5.10
01/12/2004	3,100	5.11
01/13/2004	2,500	5.6231
01/13/2004	1,700	5.6315
01/13/2004	1,900	5.6380
01/13/2004	1,500	5.6400
01/13/2004	1,700	5.6531
01/13/2004	1,600	5.6562
01/13/2004	4,100	5.6564
01/13/2004	1,900	5.6607
01/13/2004	2,900	5.6694
01/13/2004	3,400	5.6700
01/13/2004	3,600	5.6723
01/13/2004	3,800	5.6728
01/13/2004	900	5.6900
01/13/2004	600	5.7000
01/13/2004	3,350	5.7122
01/13/2004	3,650	5.7158
01/13/2004	2,500	5.7200

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Date of Transaction:	Number of Shares of Common Stock Sold:	Sale Price Per Share of Common Stock Sold:
-----	-----	-----
01/13/2004	2,800	5.7375
01/13/2004	500	5.7820
01/13/2004	100	5.7900
01/13/2004	1,800	5.8000
01/13/2004	2,500	5.8100
01/13/2004	700	5.8104
01/14/2004	23,000	5.6000
01/14/2004	2,000	5.6058
01/14/2004	5,200	5.6075
01/14/2004	2,900	5.6109
01/16/2004	32,000	5.1500
01/16/2004	5,000	5.1600

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01/16/2004	11,000	5.1700
01/16/2004	2,000	5.1800

On December 30, 2003, ST ceased to be the beneficial owner of more than five percent of the outstanding shares of 8x8's outstanding Common Stock. After giving effect to the transactions described above, as of January 16, 2004, ST beneficially owned 714,400 shares of Common Stock, representing approximately 2.08% of 8x8's outstanding Common Stock.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to the Statement on Schedule 13D is true, complete and correct.

Dated: January 19, 2003

STMicroelectronics N.V.

By: /s/ Carlo Ferro

-----  
Name: Carlo Ferro  
Title: Corporate Vice President and  
Chief Financial Officer

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ANNEX A

MEMBERS OF THE SUPERVISORY BOARD, MANAGING BOARD AND EXECUTIVE OFFICERS OF STMICROELECTRONICS N.V.

The following table sets forth the name and present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such occupation or employment is conducted of each director and executive officer of STMicroelectronics N.V. Unless otherwise indicated, the business address of the persons listed below is our head offices at WTC Schipol Airport, Schipol Boulevard 265, 1118 BH Schipol Airport, Amsterdam, The Netherlands.

MEMBERS OF THE SUPERVISORY BOARD

Name	Current Principal Occupation, Address and Citizenship
----	-----

Bruno Steve	Position:	Chairman of the Supervisory Board of STMicroelectronics N.V.
-------------	-----------	--

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Tom de Waard

Other positions: President of the board of statutory auditors of Alitalia S.p.A., Atitech S.p.A. and Alitalia Airport S.p.A.

Address: c/o STMicroelectronics N.V.  
WTC Schipol Airport  
Schipol Boulevard 265  
1118 BH Schipol Airport  
Amsterdam, The Netherlands

Citizenship: Italian

Position: Member of the Supervisory Board of STMicroelectronics N.V.

Other positions: Managing Partner of Clifford Chance LLP; member of the Supervisory Board of BEST N.V.

Address: c/o STMicroelectronics N.V.  
WTC Schipol Airport  
Schipol Boulevard 265  
1118 BH Schipol Airport  
Amsterdam, The Netherlands

Citizenship: Dutch

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MEMBERS OF THE SUPERVISORY BOARD

Name	Current Principal Occupation, Address and Citizenship	
-----	-----	
Remy Dullieux	Position:	Member of the Supervisory Board of STMicroelectronics N.V.
	Other positions:	France Telecom Executive Manager for the Western and Southwestern areas of France
	Address:	c/o STMicroelectronics N.V. WTC Schipol Airport Schipol Boulevard 265 1118 BH Schipol Airport Amsterdam, The Netherlands
	Citizenship:	French
Douglas Dunn	Position:	Member of the Supervisory Board of STMicroelectronics N.V.
	Other positions:	President and Chief Executive Officer of ASM Lithography Holding N.V.; member of the boards of directors of ARM plc, Sendo plc and MEDEA+
	Address:	c/o STMicroelectronics N.V. WTC Schipol Airport Schipol Boulevard 265 1118 BH Schipol Airport Amsterdam, The Netherlands
	Citizenship:	British
Riccardo Gallo	Position:	Member of the Supervisory Board of STMicroelectronics N.V.
	Other positions:	Chairman for the Italian Institute

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Address: for Industrial Promotion  
c/o STMicroelectronics N.V.  
WTC Schipol Airport  
Schipol Boulevard 265  
1118 BH Schipol Airport  
Amsterdam, The Netherlands

Citizenship: Italian

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MEMBERS OF THE SUPERVISORY BOARD

Name Current Principal Occupation, Address and Citizenship  
-----

Francis Gavois Position: Member of the Supervisory Board of  
STMicroelectronics N.V.  
Other positions: Member of the boards of directors  
of FTICI, Plastic  
Omnium and the Consortium de  
Realisation (CDR)  
Address: c/o STMicroelectronics N.V.  
WTC Schipol Airport  
Schipol Boulevard 265  
1118 BH Schipol Airport  
Amsterdam, The Netherlands  
Citizenship: French

Alessandro Ovi Position: Member of the Supervisory Board of  
STMicroelectronics N.V.  
Other positions: Special Advisor to the President of  
the European Community; member of  
the boards of directors of Seat  
S.p.A., Carnegie Mellon University,  
N.W. Fund and Corporation  
Development Committee of the  
Massachusetts Institute of  
Technology  
Address: c/o STMicroelectronics N.V.  
WTC Schipol Airport  
Schipol Boulevard 265  
1118 BH Schipol Airport  
Amsterdam, The Netherlands  
Citizenship: Italian

Robert M. White Position: Member of the Supervisory Board of  
STMicroelectronics N.V.  
Other positions: University Professor and Director  
of the Data Storage Systems Center  
at Carnegie Mellon University;  
member of the boards of directors  
of Read-Rite, Inc. and Silicon  
Graphics, Inc.  
Address: c/o STMicroelectronics N.V.  
WTC Schipol Airport  
Schipol Boulevard 265  
1118 BH Schipol Airport  
Amsterdam, The Netherlands  
Citizenship: American

SOLE MEMBER OF THE MANAGING BOARD AND EXECUTIVE OFFICERS

Name -----	Current Principal Occupation, Address and Citizenship -----
Pasquale Pistorio	Position: President and Chief Executive Officer and Sole Member of the Managing Board Citizenship: Italian Address: c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland
Georges Auguste	Position: Corporate Vice President, Total Quality and Environmental Management Citizenship: French Address: c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland
Laurent Bosson	Position: Corporate Vice President, Front-end Manufacturing Citizenship: French Address: c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland
Carlo Bozotti	Position: Corporate Vice President, Memory Products Group Citizenship: Italian Address: c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland
Salvatore Castorina	Position: Corporate Vice President, Discrete and Standard ICs Group Citizenship: Italian Address: c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland

SOLE MEMBER OF THE MANAGING BOARD AND EXECUTIVE OFFICERS

Name -----	Current Principal Occupation, Address and Citizenship -----
Andrea Cuomo	Position: Corporate Vice President, Advanced System Technology Citizenship: Italian



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Alain Dutheil	Address: c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland Position: Corporate Vice President, Strategic Planning and Human Resources Citizenship: French Address: c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland
Carlo Ferro	Position: Corporate Vice President, Chief Financial Officer Citizenship: Italian Address: c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland
Philippe Geyres	Position: Corporate Vice President, Consumer and Microcontroller Groups Citizenship: French Address: c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland
Jean-Claude Marquet	Position: Corporate Vice President, Asia/Pacific Region Citizenship: French Address: c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland
Joel Monnier	Position: Corporate Vice President, Central Research and Development Citizenship: French Address: c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland

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SOLE MEMBER OF THE MANAGING BOARD AND EXECUTIVE OFFICERS

Name	Current Principal Occupation, Address and Citizenship
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Piero Mosconi	Position: Corporate Vice President, Treasurer Citizenship: Italian Address: c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland
Carlo Ottaviani	Position: Corporate Vice President, Communication Citizenship: Italian Address: c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates

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Carmelo Papa	Position:	Geneva, Switzerland Corporate Vice President, Emerging Markets
	Citizenship:	Italian
	Address:	c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland
Richard Pieranunzi	Position:	Corporate Vice President, Americas Region
	Citizenship:	American
	Address:	c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland
Aldo Romano	Position:	Corporate Vice President, Telecommunications, Peripherals and Automotive Groups
	Citizenship:	Italian
	Address:	c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland
Giordano Seragnoli	Position:	Corporate Vice President, Back-end Manufacturing and Subsystems Division
	Citizenship:	Italian
	Address:	c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland

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SOLE MEMBER OF THE MANAGING BOARD AND EXECUTIVE OFFICERS

Name	Current Principal Occupation, Address and Citizenship
----	-----
Enrico Villa	Position: Corporate Vice President, European Region Citizenship: Italian Address: c/o STMicroelectronics N.V. 39 Chemin du Champ des Filles, 1228 Plan-Les-Ouates Geneva, Switzerland