

8X8 INC /DE/
Form SC 13G/A
February 09, 2007

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

OMB APPROVAL
OMB Number:
3235-0145

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December 31, 2005
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hours per response. . 11

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

8x8, Inc.

(Name of Issuer)

Common Stock, par value \$.001 per share

(Title of Class of Securities)

282914100

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed 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).

Item 1(a). Name of Issuer:

8x8, Inc. (8x8)

Item 1(b). Address of Issuer's Principal Executive Offices:

3151 Jay Street, Santa Clara, California 95054

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office

Item 2(c). Citizenship

This Schedule 13G is filed on behalf of Kings Road Investments Ltd., Polygon Global Opportunities Master Fund, Polygon Investments Ltd., Polygon Investment Management Limited, Polygon Investment Partners LLP, Polygon Investment Partners LP, Polygon Investment Partners HK Limited, Polygon Investment Partners GP, LLC, Mr. Reade E. Griffith, Mr. Alexander E. Jackson and Mr. Patrick G. G. Dear (the Reporting Persons).

Kings Road Investments Ltd. (KRIL)
c/o Polygon Investment Partners LP
598 Madison Avenue
14th Floor
New York, New York 10022
Citizenship: Cayman Islands, British West Indies

Polygon Global Opportunities Master Fund (the Master Fund)
c/o Polygon Investment Partners LLP
10 Duke of York Square
London SW3 4LY
United Kingdom
Citizenship: Cayman Islands, British West Indies

Polygon Investments Ltd. (the Investment Manager)
c/o Polygon Investment Partners LLP
10 Duke of York Square
London SW3 4LY
United Kingdom
Citizenship: Cayman Islands, British West Indies

Polygon Investment Management Limited (PIML)
c/o Polygon Investment Partners LLP
10 Duke of York Square
London SW3 4LY
United Kingdom
Citizenship: United Kingdom

Polygon Investment Partners LLP (the UK Investment Manager)
10 Duke of York Square
London SW3 4LY
United Kingdom
Citizenship: United Kingdom

Polygon Investment Partners LP (the US Investment Manager)
598 Madison Avenue
14th Floor
New York, New York 10022
Citizenship: Delaware

Polygon Investment Partners HK Limited (the HK Investment Manager)
Unit 1501- 1502,15/F Cheung Kong Center
2 Queen s Road Central
Hong Kong
Citizenship: Hong Kong

Polygon Investment Partners GP, LLC (the General Partner)
c/o Polygon Investment Partners LP
598 Madison Avenue
14th Floor
New York, New York 10022
Citizenship: Delaware

Reade E. Griffith (Mr. Griffith)
c/o Polygon Investment Partners LLP
10 Duke of York Square
London SW3 4LY
United Kingdom
Citizenship: United States

Alexander E. Jackson (Mr. Jackson)
c/o Polygon Investment Partners LP
598 Madison Avenue
14th Floor
New York, New York 10022
Citizenship: United States

Patrick G. G. Dear (Mr. Dear)
c/o Polygon Investment Partners LLP
10 Duke of York Square
London SW3 4LY
United Kingdom
Citizenship: United Kingdom

Item 2(d).

Title of Class of Securities:

Common stock, par value \$.10 per share, of Allied (Common Stock).

Item 2(e).

The Common Stock has the following CUSIP number: 019118108.

Item 3.

Not Applicable.

Item 4.

Amount Beneficially Owned:

As of December 31, 2006, the Reporting Persons may be collectively deemed to be beneficial owner of less than 5% of Common Stock and are no longer required to file a Schedule 13G with respect to the Common Stock. This Schedule 13G is being filed in fulfillment of the Reporting Persons obligations under Section 13G of the Act and the ruled promulgated thereunder.

Percent of Class:

Less than 5%.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x

Item 6. Ownership of More than Five Percent on Behalf of another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit 1.

Item 9. Notice of Dissolution of the Group.

Not Applicable.

Item 10. Certification.

By signing below each of the undersigned certifies that, to the best of such person's knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2007

KINGS ROAD INVESTMENTS LTD.

By Polygon Investment Partners LLP, its investment manager

By /s/ Patrick G. G. Dear
Name: Patrick G. G. Dear
Title: Principal

Date: February 9, 2007

POLYGON GLOBAL OPPORTUNITIES MASTER FUND

By Polygon Investment Partners LLP, its investment manager

By /s/ Patrick G. G. Dear
Name: Patrick G. G. Dear
Title: Principal

Date: February 9, 2007

POLYGON INVESTMENTS LTD.

By /s/ Patrick G. G. Dear
Name: Patrick G. G. Dear
Title: Principal

Date: February 9, 2007

POLYGON INVESTMENT MANAGEMENT LIMITED

By /s/ Patrick G. G. Dear
Name: Patrick G. G. Dear
Title: Principal

Date: February 9, 2007

POLYGON INVESTMENT PARTNERS LLP

By /s/ Patrick G. G. Dear
Name: Patrick G. G. Dear
Title: Principal

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POLYGON INVESTMENT PARTNERS LP

By /s/ Patrick G. G. Dear
Name: Patrick G. G. Dear
Title: Principal

Date: February 9, 2007

POLYGON INVESTMENT PARTNERS HK LIMITED

By /s/ Patrick G. G. Dear
Name: Patrick G. G. Dear
Title: Principal

Date: February 9, 2007

POLYGON INVESTMENT PARTNERS GP, LLC

By /s/ Patrick G. G. Dear
Name: Patrick G. G. Dear
Title: Principal

Date: February 9, 2007

Reade E. Griffith /s/ Reade E. Griffith

Date: February 9, 2007

Alexander E. Jackson /s/ Alexander E. Jackson

Date: February 9, 2007

Patrick G. G. Dear /s/ Patrick G. G. Dear

Exhibit Index

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Exhibit 1 Identification of Members of the Group.

Exhibit 2 Joint Filing Agreement, dated as of February 9, 2007, by and among Kings Road Investments Ltd., Polygon Global Opportunities Master Fund, Polygon Investments Ltd., Polygon Investment Management Limited, Polygon Investment Partners LLP, Polygon Investment Partners LP, Polygon Investment Partners HK Limited, Polygon Investment Partners GP, LLC, Reade E. Griffith, Alexander E. Jackson and Patrick G.G. Dear.