UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): December 4, 2008 (December 1, 2008)

ACCURAY INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-33301 (Commission File Number) **20-8370041** (IRS Employer Identification No.)

1310 Chesapeake Terrace Sunnyvale, California 94089

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (408) 716-4600

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))

Item 1.01. Entry into a Material Definitive Agreement.

On December 1, 2008, Accuray Incorporated (the "Company") entered into an employment letter with Derek Bertocci, pursuant to which he agreed to serve as the Company's Senior Vice President and Chief Financial Officer, effective as of January 1, 2009.

Please refer to Item 5.02 below for a description of the material terms of the employment letter agreement between the Company and Mr. Bertocci.

The Company will file the employment letter as an exhibit to its quarterly report on Form 10-Q for the quarter ended December 27, 2008. The description set forth in Item 5.02 is a summary and is therefore qualified in its entirety by the complete text of the employment letter when filed.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(c) Appointment of Officers.

On December 4, 2008, the Company announced that it had entered into an employment letter with Derek Bertocci, age 54, pursuant to which he agreed to serve as the Company's Senior Vice President and Chief Financial Officer, effective January 1, 2009. Since October 2006, Mr. Bertocci served as the Chief Financial Officer of BioForm Medical, Inc., a publicly-traded medical aesthetics company, and added the title of corporate secretary in July 2007. From June 2005 to July 2006, he was Chief Financial Officer of Laserscope, a publicly-traded provider of lasers and fiber optic devices for urology and aesthetic surgery. From March 2004 to May 2005, Mr. Bertocci served as Chief Financial Officer of VISX Incorporated, a publicly-traded provider of systems for laser vision correction surgery. From 1998 to March 2004, Mr. Bertocci served as Vice President and Controller of VISX. Mr. Bertocci earned his Certified Public Accountant certification while working for PricewaterhouseCoopers. Mr. Bertocci holds a B.A. from Stanford University and an M.B.A. from the University of Southern California.

There is no other arrangement or understanding pursuant to which Mr. Bertocci was appointed as Senior Vice President and Chief Financial Officer. Mr. Bertocci has no familial relationship with any director, executive officer, or person nominated or chosen by the Company to become a director or executive officer.

The employment letter has a two year term, which commences on January 1, 2009. Following expiration of the term of the employment letter (the "Expiration Date"), the provisions contained therein, with the exception of provisions relating to a change of control of the Company, shall have no further force or effect, and Mr. Bertocci's employment will continue to be at will. Pursuant to the terms of the employment letter, Mr. Bertocci is entitled to receive an initial annual base salary of \$300,000 per year and is eligible to participate in our executive bonus plan under which he may earn annual incentive bonuses targeted at 65% of his base salary based upon the attainment of performance criteria established and evaluated by the Compensation Committee of the Board of Directors. In addition, the Company will recommend to the Compensation Committee of the Board of Directors that Mr. Bertocci be granted an option to purchase two hundred seventy-five thousand (275,000) shares of Company common stock at a per share exercise price equal to the fair market value of a share of the Company's common stock on the date of grant, as determined in accordance with the Accuray Incorporated 2007 Incentive Award Plan. If granted, the option will vest with respect to 25% of the shares subject thereto on the first anniversary of Mr. Bertocci's start date, and with respect to an additional 1/48th of the shares subject thereto on each monthly anniversary thereafter.

Under the employment letter, if prior to the Expiration Date, Mr. Bertocci incurs a "separation from service" (within the meaning of Section 409A(a) (2)(A)(i) of the Internal Revenue Code of 1986, as amended (the "Code") and Treasury Regulation Section 1.409A-1(h)), by reason of termination of his employment by us other than for "cause," death or disability, or by Mr. Bertocci for "good reason," as each term is defined in the employment letter, and provided that he executes a general release of claims in a form prescribed by the Company, then no later than thirty days after the "Separation Date," as such term is defined in the employment letter, the Company will pay Mr. Bertocci a severance payment in an amount equal to six months of his annual base salary then in effect. In addition, we will pay for six months of COBRA continuation coverage for Mr. Bertocci and his spouse and children if he elects such coverage upon such a termination, but in no event for longer than the period of time during which he would be entitled to continuation coverage under Section 4980B of the Code.

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Under the employment letter, in the event a "change in control" of our Company (as defined in the employment letter) occurs within the first three years of Mr. Bertocci's employment, and within the 12 month period following the change in control Mr. Bertocci incurs a separation from service by reason of termination of his employment without "cause" or by Mr. Bertocci for "good reason," and provided that he executes a general release of claims in a form prescribed by the Company, then no later than thirty days after the Separation Date, the Company will pay Mr. Bertocci a severance payment in an amount equal to the sum of (i) 24 months of his annual base salary as in effect immediately prior to the Separation Date, (ii) 100% of his target annual bonus for the fiscal year in which the separation from service occurs. In addition, we will pay for 24 months of COBRA continuation coverage for Mr. Bertocci and his spouse and children if he elects such coverage upon such a termination, but in no event for longer than the period of time during which he would be entitled to continuation coverage under Section 4980B of the Code. In addition, each of Mr. Bertocci's then outstanding options to purchase shares of the Company's common stock shall become fully vested and exercisable immediately prior to the Separation Date. The Company will also provide Mr. Bertocci with outplacement assistance in accordance with its then current policies and practices with respect to outplacement assistance for other similarly situated executives of the Company. The foregoing benefits and payments may be subject to a delay of up to six months as necessary to avoid the imposition of additional tax under Section 409A of the Code. In addition, if any payments or benefits payable to Mr. Bertocci under the employment letter or otherwise would be subject to such excise tax, provided that such reduction will only occur if Mr. Bertocci will be in a more favorable after-tax position than if no such reduction was made.

The employment letter also provides for certain restrictive covenants by Mr. Bertocci, including a confidentiality covenant that will apply during his employment with our Company and thereafter, a non-solicitation covenant for the duration of his employment and one year thereafter, and a non-competition covenant for the duration of his employment.

A copy of the Company's press release, titled "Accuray Hires Chief Financial Officer" is attached to this current report on Form 8-K as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

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ancial Officer."	99.1

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.

ACCURAY INCORPORATED

Dated: December 4, 2008

/s/ Darren J. Milliken Darren J. Milliken Interim General Counsel

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Bv:

EXHIBIT INDEX

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Accuray Hires Chief Financial Officer

SUNNYVALE, Calif., December 4, 2008 – Accuray Incorporated (Nasdaq: ARAY), a global leader in the field of radiosurgery, announced today that the company has hired Derek Bertocci as its chief financial officer.

Bertocci, who has been serving as the chief financial officer of BioForm Medical, Inc., a publicly-traded medical aesthetics company headquartered in San Mateo, Calif., since October 2006, will begin at Accuray on January 1, 2009.

"We are very pleased to have someone with Derek's experience join the Accuray management team," said Euan S. Thomson, Ph.D., president and CEO of Accuray Incorporated. "His established track record in the financial management of leading medical device and surgical companies will add tremendous value to our business."

Bertocci served as the chief financial officer of BioForm Medical since October 2006 and added the title of corporate secretary in July 2007. From June 2005 to July 2006, he was chief financial officer of Laserscope, a publicly traded provider of lasers and fiber optic devices for urology and aesthetic surgery. From March 2004 to May 2005, Bertocci served as chief financial officer of VISX Incorporated, a publicly traded provider of systems for laser vision correction surgery and from 1998 to March 2004, he served as vice president and controller of VISX.

Bertocci earned his Certified Public Accountant (CPA) certification while working for PricewaterhouseCoopers. He holds a B.A. from Stanford University and an M.B.A. from the University of Southern California.

Holly Grey, who was serving as the company's interim principal financial officer, will return to her role as Accuray's senior vice president of finance.

About the CyberKnife[®] Robotic Radiosurgery System

The CyberKnife Robotic Radiosurgery System is the world's only robotic radiosurgery system designed to treat tumors anywhere in the body non-invasively. Using continual image guidance technology and computer controlled robotic mobility, the CyberKnife System automatically tracks, detects and corrects for tumor and patient movement in real-time throughout the treatment. This enables the CyberKnife System to deliver high-dose radiation with pinpoint precision, which minimizes damage to surrounding healthy tissue and eliminates the need for invasive head or body stabilization frames.

About Accuray

Contacts:

Accuray Incorporated (Nasdaq: ARAY), based in Sunnyvale, Calif., is a global leader in the field of radiosurgery dedicated to providing an improved quality of life and a non-surgical treatment option for those diagnosed with cancer. Accuray develops and markets the CyberKnife Robotic Radiosurgery System, which extends the benefits of radiosurgery to include extracranial tumors, including those in the spine, lung, prostate, liver and pancreas. To date, the CyberKnife System has been used to treat more than 50,000 patients worldwide and currently more than 145 systems have been installed in leading hospitals in the Americas, Europe and Asia. For more information, please visit www.accuray.com.

Safe Harbor Statement

The foregoing may contain certain forward-looking statements that involve risks and uncertainties, including uncertainties associated with the medical device industry. Except for the historical information contained herein, the matters set forth in this press release, including statements relating to clinical studies, regulatory review and approval, and commercialization of products are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements speak only as of the date the statements are made and are based on information available at the time those statements. Important factors that could cause actual performance and results to differ materially from the forward-looking statements we make include: market acceptance of products; competing products, the combination of our products with complementary technology; and other risks detailed from time to time under the heading "Risk Factors" in our report on Form 10-K for the year ended June 30, 2008 as updated from time to time by our quarterly reports on Form 10-Q, our Form 12b-25 dated November 7, 2008, our Form 8-K dated November 20, 2008, and our other filings with the Securities and Exchange Commission. The Company's actual results of operations may differ significantly from those contemplated by such forward-looking statements as a result of these and other factors. We assume no obligation to update forward-looking statements to reflect actual performance or results, changes in assumptions or changes in other factors affecting forward-looking information, except to the extent required by applicable securities laws.