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

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**FORM 10-Q**

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**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **March 31, 2018**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **001-33301**

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**ACCURAY INCORPORATED**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**20-8370041**

(IRS Employer Identification Number)

**1310 Chesapeake Terrace**

**Sunnyvale, California 94089**

(Address of Principal Executive Offices Including Zip Code)

**(408) 716-4600**

(Registrant's Telephone Number, Including Area Code)

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

As of April 25, 2018, there were 85,638,116 shares of the Registrant's Common Stock, par value \$0.001 per share, outstanding.

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We own or have rights to various trademarks and trade names used in our business in the United States or other countries, including the following: Accuray®, Accuray Logo®, Accuray Precision®, CyberKnife®, Hi-Art®, PlanTouch®, Radixact®, RoboCouch®, StatRT®, Synchrony®, TomoH®, TomoHD®, TomoTherapy®, QuickPlan®, Xsight®, AutoSegmentation™, CTrue™, H™ Series, iDMS™, InCise™, Iris™, M6™ Series, OIS Connect™, PreciseART™, PreciseRTX™, TomoDirect™, TomoEdge™, TomoHDA™, TomoHelical™, Tomo Quality Assurance™, and VoLO™.

**PART I. FINANCIAL INFORMATION**

**Item 1. Unaudited Condensed Consolidated Financial Statements**

**Accuray Incorporated**  
**Unaudited Condensed Consolidated Balance Sheets**  
(in thousands, except share amounts and par value)

	<u>March 31,</u> <u>2018</u>	<u>June 30,</u> <u>2017</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 70,392	\$ 72,084
Short-term investments	888	23,909
Restricted cash	1,880	12,829
Accounts receivable, net of allowance for doubtful accounts of \$346 and \$420 as of March 31, 2018 and June 30, 2017, respectively	81,846	72,789
Inventories	115,900	105,054
Prepaid expenses and other current assets	16,653	18,988
Deferred cost of revenue	<u>2,933</u>	<u>3,350</u>
Total current assets	290,492	309,003
Property and equipment, net	24,462	23,062
Goodwill	58,021	57,812
Intangible assets, net	857	964
Restricted cash	638	322
Other assets	<u>12,849</u>	<u>15,301</u>
Total assets	<u>\$ 387,319</u>	<u>\$ 406,464</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 23,175	\$ 17,486
Accrued compensation	27,212	25,402
Other accrued liabilities	22,707	23,870
Short-term debt	—	113,023
Customer advances	22,652	16,926
Deferred revenue	<u>84,058</u>	<u>87,785</u>
Total current liabilities	179,804	284,492
Long-term liabilities:		
Long-term other liabilities	11,073	10,068
Deferred revenue	17,343	13,823
Long-term debt	<u>134,321</u>	<u>51,548</u>
Total liabilities	<u>342,541</u>	<u>359,931</u>
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Common stock, \$0.001 par value; authorized: 200,000,000 shares as of March 31, 2018 and June 30, 2017, respectively; issued and outstanding: 85,583,802 and 83,739,804 shares at March 31, 2018 and June 30, 2017, respectively	86	84
Additional paid-in-capital	516,173	496,887
Accumulated other comprehensive income (loss)	1,858	(52)
Accumulated deficit	<u>(473,339)</u>	<u>(450,386)</u>
Total stockholders' equity	44,778	46,533
Total liabilities and stockholders' equity	<u>\$ 387,319</u>	<u>\$ 406,464</u>

*The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.*

**Accuray Incorporated**  
**Unaudited Condensed Consolidated Statements of Operations and Comprehensive Loss**  
(in thousands, except per share amounts)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2018	2017	2018	2017
Net revenue:				
Products	\$ 43,244	\$ 48,032	\$ 129,266	\$ 119,029
Services	56,588	49,280	161,845	152,291
Total net revenue	<u>99,832</u>	<u>97,312</u>	<u>291,111</u>	<u>271,320</u>
Cost of revenue:				
Cost of products	25,332	29,574	74,291	75,895
Cost of services	38,251	32,313	103,110	97,269
Total cost of revenue	<u>63,583</u>	<u>61,887</u>	<u>177,401</u>	<u>173,164</u>
Gross profit	36,249	35,425	113,710	98,156
Operating expenses:				
Research and development	13,906	12,484	42,663	36,657
Selling and marketing	14,612	13,025	43,241	41,247
General and administrative	11,552	11,184	34,696	32,890
Total operating expenses	<u>40,070</u>	<u>36,693</u>	<u>120,600</u>	<u>110,794</u>
Loss from operations	(3,821)	(1,268)	(6,890)	(12,638)
Other expense, net	(4,465)	(2,919)	(14,774)	(11,044)
Loss before provision for income taxes	(8,286)	(4,187)	(21,664)	(23,682)
Provision for income taxes	566	842	1,289	642
Net loss	<u>\$ (8,852)</u>	<u>\$ (5,029)</u>	<u>\$ (22,953)</u>	<u>\$ (24,324)</u>
Net loss per share - basic and diluted	<u>\$ (0.10)</u>	<u>\$ (0.06)</u>	<u>\$ (0.27)</u>	<u>\$ (0.30)</u>
Weighted average common shares used in computing net loss per share:				
Basic and diluted	<u>85,459</u>	<u>82,913</u>	<u>84,594</u>	<u>82,268</u>
Net loss	\$ (8,852)	\$ (5,029)	\$ (22,953)	\$ (24,324)
Foreign currency translation adjustment	909	435	1,467	(771)
Unrealized gain (loss) on investments, net of tax	319	(6)	443	(76)
Comprehensive loss	<u>\$ (7,624)</u>	<u>\$ (4,600)</u>	<u>\$ (21,043)</u>	<u>\$ (25,171)</u>

*The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.*

**Accuray Incorporated**  
**Unaudited Condensed Consolidated Statements of Cash Flows**  
(in thousands)

	Nine Months Ended March 31,	
	2018	2017
<b>Cash flows from operating activities</b>		
Net loss	\$ (22,953)	\$ (24,324)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	7,387	13,848
Share-based compensation	9,074	9,985
Amortization of debt issuance costs	1,259	1,165
Amortization and accretion of discount and premium on investments	(15)	70
Accretion of interest on debt	2,589	2,117
Loss on sales of investment	77	—
Recovery of bad debt, net	(74)	(64)
Provision for write-down of inventories	1,104	1,131
(Gain) loss on disposal of property and equipment	(8)	4
Loss on extinguishment of debt	3,452	—
Changes in assets and liabilities:		
Accounts receivable	(8,435)	(28,676)
Inventories	(14,656)	(2,386)
Prepaid expenses and other assets	3,851	(3,411)
Deferred cost of revenue	630	2,474
Accounts payable	5,463	8,249
Accrued liabilities	(2,000)	2,120
Customer advances	5,321	(2,914)
Deferred revenues	(1,621)	(2,907)
Net cash used in operating activities	(9,555)	(23,519)
<b>Cash flows from investing activities</b>		
Purchases of property and equipment, net	(4,598)	(3,619)
Purchases of investments	(5,940)	(14,992)
Sales and maturities of investments	29,875	38,179
Net cash provided by investing activities	19,337	19,568
<b>Cash flows from financing activities</b>		
Proceeds from employee stock plans	2,880	3,075
Taxes paid related to net share settlement of equity awards	(293)	(841)
Proceeds from issuance of Term Loan, net	38,829	—
Proceeds from issuance of Convertible Notes, net	27,282	—
Payments made to note holders	(69,797)	(43,658)
Borrowings (repayments) under Revolving Credit Facility, net	(23,541)	—
Net cash used in financing activities	(24,640)	(41,424)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	2,533	(2,349)
Net decrease in cash, cash equivalents and restricted cash	(12,325)	(47,724)
Cash, cash equivalents and restricted cash at beginning of period	85,235	122,133
Cash, cash equivalents and restricted cash at end of period	<u>\$ 72,910</u>	<u>\$ 74,409</u>

*The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.*

**Accuray Incorporated**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**Note 1. The Company and its Significant Accounting Policies**

**The Company**

Accuray Incorporated (together with its subsidiaries, the “Company” or “Accuray”) designs, develops and sells advanced radiosurgery and radiation therapy systems for the treatment of tumors throughout the body. The Company is incorporated in Delaware and has its principal place of business in Sunnyvale, California. The Company has primary offices in the United States, Switzerland, China, Hong Kong and Japan and conducts its business worldwide.

**Basis of Presentation**

The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant inter-company transactions and balances have been eliminated in consolidation.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (“GAAP”), pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). Certain information and note disclosures have been condensed or omitted pursuant to such rules and regulations. The unaudited condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for a fair presentation of the periods presented. Certain amounts in the prior year’s condensed consolidated balance sheet and condensed consolidated statement of cash flows have been reclassified to conform to the current period’s presentation. The results for the three and nine months ended March 31, 2018 are not necessarily indicative of the results to be expected for the fiscal year ending June 30, 2018, or for any other future interim period or fiscal year.

These unaudited condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and accompanying notes for the fiscal year ended June 30, 2017 included in the Company’s Annual Report on Form 10-K filed with the SEC on August 25, 2017.

**Significant Accounting Policies**

There have been no material changes to the Company’s accounting policies from the information provided in Note 2. *Summary of Significant Accounting Policies* to the audited condensed consolidated financial statements included in the Company’s Annual Report on Form 10-K for the year ended June 30, 2017.

**Note 2. Recent Accounting Pronouncements**

**Accounting Pronouncement Recently Adopted**

In March 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2016-09, *Improvements to Employee Share-Based Payment Accounting (Topic 718)*. The new guidance simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. In addition, the guidance provides an option to recognize forfeitures as they occur versus estimating them at the time of grant. The amendments in this standard are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The Company adopted ASU No. 2016-09 as required in the first quarter of fiscal year 2018 and has elected to continue the use of its forfeiture estimation method for share-based payment awards. The adoption of ASU 2016-09 did not have a material impact on the Company’s consolidated financial statements and related disclosures.

## Accounting Pronouncements Not Yet Effective

In February 2018, the FASB issued ASU No. 2018-2, *Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*, that allows companies to reclassify from Accumulated Other Comprehensive Income to Retained Earnings stranded tax effects resulting from the enactment of the Tax Cuts and Jobs Act (the "Tax Act"). The guidance will be effective for the Company in its first quarter of fiscal year 2020. Early adoption is permitted. The guidance should be applied either in the period of adoption or retrospectively to each period in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act is recognized. The Company has not yet selected a transition method, has not yet determined whether it will elect early adoption and is currently evaluating the impact of the adoption of this standard on its consolidated financial statements and related disclosures.

In August 2017, the FASB issued ASU No. 2017-12, *Derivatives and Hedging*. This guidance simplifies the application and administration of hedge accounting. The guidance amends the presentation and disclosure requirements and changes how companies assess effectiveness. The guidance is intended to more closely align hedge accounting with companies' risk management strategies, simplify the application of hedge accounting, and increase transparency as to the scope and results of hedging programs. The guidance will be effective for the Company in its first quarter of fiscal year 2020. Early adoption is permitted. The guidance is required to be adopted on a prospective basis. The Company does not believe the adoption of this standard will have a material impact on its consolidated financial statements and related disclosures.

In May 2017, the FASB issued ASU No. 2017-09, *Compensation—Stock Compensation (Topic 718)—Scope of Modification Accounting*. This guidance redefines which changes to the terms and conditions of a share-based payment award require an entity to apply modification accounting for a share-based payment. This guidance will be effective for the Company in the first quarter of its fiscal year 2019. The guidance is required to be adopted on a prospective basis. The Company does not believe the adoption of this standard will have a material impact on its consolidated financial statements and related disclosures.

In March 2017, the FASB issued ASU No. 2017-07, *Compensation—Retirement Benefits (Topic 715)—Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*. This guidance revises the presentation of employer-sponsored defined benefit pension and other postretirement plans for the net periodic benefit cost in the statement of operations and requires that the service cost component of net periodic benefit be presented in the same income statement line items as other employee compensation costs for services rendered during the period. The other components of the net benefit costs are required to be presented in the statement of operations separately from the service cost component and outside the subtotal of income from operations. This guidance allows only the service cost component of net periodic benefit costs to be eligible for capitalization. The guidance will be effective for the Company in the first quarter of its fiscal year 2019 and is required to be adopted on a retrospective basis. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements and related disclosures.

In January 2017, the FASB issued ASU No. 2017-04, *Intangibles—Goodwill and Other Topics (Topic 350)—Simplifying the Test for Goodwill Impairment*. This guidance simplifies the measurement of goodwill by eliminating the Step 2 impairment test. The new guidance requires companies to perform the goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. This guidance will be effective for the Company beginning in its first quarter of fiscal year 2021. The amendment is required to be adopted prospectively. Early adoption is permitted for goodwill impairment tests performed on testing dates after January 1, 2017. The Company does not believe the adoption of this standard will have a material impact on its consolidated financial statements and related disclosures.

In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*, which clarifies the presentation and classification of certain cash receipts and cash payments in the statement of cash flows. This guidance will be effective for the Company in the first quarter of its fiscal year 2019. The guidance is required to be adopted on a retrospective basis, unless it is impracticable whereby the guidance can be adopted on a prospective basis as of the earliest date practicable. The Company does not believe the adoption of this standard will have a material impact on its consolidated financial statements and related disclosures.

In June 2016, the FASB issued ASU No. 2016-13 *Measurement of Credit Losses on Financial Instruments* (ASU 2016-13). ASU 2016-13 requires measurement and recognition of expected credit losses for financial assets held. This guidance will be effective for the Company in the first quarter of its fiscal year 2021 and must be adopted using a modified retrospective approach, with certain exceptions. Early adoption is permitted beginning in the first quarter of the Company's fiscal year 2020. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements and related disclosures.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. Under the new guidance, a lessee will be required to recognize assets and liabilities for all leases with lease terms of more than 12 months. Consistent with current GAAP, the recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee primarily will depend on its classification as a finance or operating lease. This guidance will be effective for the Company in the first quarter of its fiscal year 2020 and early adoption is permitted. The guidance requires adoption based upon a modified retrospective transition approach. However, the FASB has recently proposed guidance that would permit companies not to restate periods prior to adoption. The Company has not yet selected a transition method, has not yet determined whether it will elect early adoption and is currently evaluating the impact of the adoption of this standard on its consolidated financial statements and related disclosures.

In January 2016, the FASB issued ASU No. 2016-01, *Recognition and Measurement of Financial Assets and Financial Liabilities (ASU 2016-01)*. This ASU changes accounting for equity investments, financial liabilities under the fair value option and the presentation and disclosure requirements for financial instruments. In addition, it clarified guidance related to the valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale debt securities. The guidance will be effective for the Company beginning in the first quarter of fiscal year 2019 and must be adopted using a modified retrospective approach, with certain exceptions. Early adoption is permitted for certain provisions. The Company is currently evaluating the impact of the adoption of this standard on its consolidated financial statements and related disclosures.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers: Topic 606 (ASU 2014-09)*, to supersede nearly all existing revenue recognition guidance under GAAP. The core principle of ASU 2014-09 is to recognize revenue when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. ASU 2014-09 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than required under existing GAAP including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU 2014-09 is required to be adopted, using either of two methods: (i) retrospective to each prior reporting period presented with the option to elect certain practical expedients as defined within ASU 2014-09; or (ii) retrospective with the cumulative effect of initially applying ASU 2014-09 recognized at the date of initial application and providing certain additional disclosures. The guidance will be effective for the Company in the first quarter of its fiscal year 2019. The Company intends to adopt the new standard in the first quarter of fiscal year 2019 using the modified retrospective method. Based upon a preliminary assessment, the Company expects certain portions of its product revenue could be accelerated to reflect transfer of control upon delivery and an element of installation will be deferred until performed. The revenue recognition method for indirect sales and service revenues is expected to be unchanged under the new guidance. The Company also expects to capitalize incremental contract acquisition costs, such as sales commissions, and amortize over the economic life of its product or contractual relationship with the customer. The Company's current practice is to defer sales commissions until revenue is recognized. The Company currently does not expect the application of this guidance to have a significant impact on its consolidated financial statements; however, the Company's assessment may change as it continues its evaluation and analysis of this ASU.

### **Note 3. Supplemental Financial Information**

#### **Balance Sheet Components**

##### **Financing receivables**

A financing receivable is a contractual right to receive money, on demand or on fixed or determinable dates, that is recognized as an asset in the Company's balance sheet. The Company's financing receivables, consisting of its accounts receivable with contractual maturities of more than one year and sales-type leases, totaled \$8.2 million and \$7.4 million at March 31, 2018 and June 30, 2017, respectively, and are included in other assets in the unaudited condensed consolidated balance sheets. The Company evaluates the credit quality of an obligor at lease inception and monitors credit quality over the term of the underlying transactions. The Company performs a credit analysis for all new customers and reviews payment history, current order backlog, financial performance of the customers and other variables that augment or mitigate the inherent credit risk of a transaction. Such variables include the underlying value and liquidity of the collateral, the essential use of the equipment, the term of the lease and the inclusion of credit enhancements, such as guarantees, letters of credit or security deposits. The Company classifies accounts as high risk when it considers the financing receivable to be impaired or when management believes there is a significant near-term risk of non-payment. As of March 31, 2018, the sales-type lease portion of the financing receivables was rated at a moderate risk. The Company performed an assessment of the allowance for credit losses related to its financing receivables as of March 31, 2018 and June 30, 2017. Based upon such assessment, the Company did not record any adjustment and recorded \$0.04 million to the allowance for credit losses related to such financing receivables as of March 31, 2018 and as of June 30, 2017, respectively.



A summary of the Company's financing receivables is presented as follows (in thousands):

	Lease Receivables	Financed Service Contracts and Other	Total
<b>March 31, 2018</b>			
Gross	\$ 3,332	\$ 7,888	\$ 11,220
Unearned income	(301)	—	(301)
Allowance for credit loss	—	—	—
Total, net	<u>\$ 3,031</u>	<u>\$ 7,888</u>	<u>\$ 10,919</u>
Reported as:			
Current	\$ 789	\$ 1,927	2,716
Non-current	2,242	5,961	8,203
Total, net	<u>\$ 3,031</u>	<u>\$ 7,888</u>	<u>\$ 10,919</u>
<b>June 30, 2017</b>			
Gross	\$ 4,030	\$ 6,268	\$ 10,298
Unearned income	(433)	—	(433)
Allowance for credit loss	(39)	—	(39)
Total, net	<u>\$ 3,558</u>	<u>\$ 6,268</u>	<u>\$ 9,826</u>
Reported as:			
Current	\$ 720	\$ 1,677	\$ 2,397
Non-current	2,838	4,591	7,429
Total, net	<u>\$ 3,558</u>	<u>\$ 6,268</u>	<u>\$ 9,826</u>

Actual cash collections may differ from the contracted maturities due to early customer buyouts, refinancing, or defaults. Future minimum lease payments to be received as of March 31, 2018 are presented as follows (in thousands):

Year Ending June 30,	Amount
2018 (remaining 3 months)	\$ 232
2019	930
2020	930
2021	930
2022	310
Total	<u>\$ 3,332</u>

## Inventories

Inventories consisted of the following (in thousands):

	March 31, 2018	June 30, 2017
Raw materials	\$ 43,683	\$ 38,803
Work-in-process	18,622	15,471
Finished goods	53,595	50,780
Inventories	<u>\$ 115,900</u>	<u>\$ 105,054</u>

## Property and equipment, net

Property and equipment, net consisted of the following (in thousands):

	March 31, 2018	June 30, 2017
Furniture and fixtures	\$ 2,961	\$ 4,364
Computer and office equipment	11,293	11,802
Software	11,314	11,457
Leasehold improvements	23,351	23,164
Machinery and equipment	46,904	48,742
Construction in progress	6,924	3,533
	<u>102,747</u>	<u>103,062</u>
Less: Accumulated depreciation	(78,285)	(80,000)
Property and equipment, net	<u>\$ 24,462</u>	<u>\$ 23,062</u>

Depreciation expense related to property and equipment for the three and nine months ended March 31, 2018 was \$2.3 million and \$7.3 million, respectively. Depreciation expense related to property and equipment for the three and nine months ended March 31, 2017 was \$2.6 million and \$7.9 million, respectively.

## Accumulated Other Comprehensive Income (Loss)

The changes in accumulated other comprehensive income (loss) are excluded from earnings and reported as a component of stockholders' equity. The foreign currency translation adjustment results from those subsidiaries not using the U.S. Dollar as their functional currency since the majority of their economic activities are primarily denominated in their applicable local currency. Accordingly, all assets and liabilities related to these operations are translated to the U.S. Dollar at the current exchange rates at the end of each period. Revenues and expenses are translated at average exchange rates in effect during the period.

The components of accumulated other comprehensive income (loss) in the equity section of the balance sheets are as follows (in thousands):

	March 31, 2018	June 30, 2017
Net unrealized gain (loss) on short-term investments	\$ 354	\$ (89)
Cumulative foreign currency translation adjustment	2,621	1,154
Defined benefit pension obligation	(1,117)	(1,117)
Accumulated other comprehensive income (loss)	<u>\$ 1,858</u>	<u>\$ (52)</u>

## Note 4. Goodwill and Intangible Assets

### Goodwill

Activity related to goodwill consisted of the following (in thousands):

	March 31, 2018	June 30, 2017
Balance at the beginning of the period	\$ 57,812	\$ 57,848
Currency translation	209	(36)
Balance at the end of the period	<u>\$ 58,021</u>	<u>\$ 57,812</u>

In the second quarter of fiscal 2018, the Company performed its annual goodwill impairment test. Based on this analysis, the Company determined that there was no impairment to goodwill. The Company will continue to monitor its recorded goodwill for indicators of impairment.

## Intangible Assets

The Company's carrying amount of acquired intangible assets, net, is as follows (in thousands):

	Useful Lives (in years)	March 31, 2018			June 30, 2017		
		Gross Carrying Amount	Accumulated Amortization	Net Amount	Gross Carrying Amount	Accumulated Amortization	Net Amount
Patent license	7	\$ 1,000	\$ (143)	\$ 857	\$ 1,000	\$ (36)	\$ 964

The Company did not identify any triggering events that would indicate potential impairment of its definite-lived intangible and long-lived assets as of March 31, 2018 and June 30, 2017.

Amortization expense related to intangible assets for the three and nine months ended March 31, 2018 was \$0.04 million and \$0.11 million, respectively. Amortization expense related to intangible assets for the three and nine months ended March 31, 2017 was \$2.0 million and \$6.0 million, respectively.

The estimated future amortization expense of acquired intangible assets as of March 31, 2018 is as follows (in thousands):

Year Ending June 30,	Amount
2018 (remaining 3 months)	\$ 36
2019	143
2020	143
2021	143
2022	143
Thereafter	249
	<u>\$ 857</u>

## Note 5. Investments

The Company considers all highly liquid investments held at major banks, certificates of deposit and other securities with original maturities of three months or less to be cash equivalents.

The Company classifies all of its investments as available-for-sale at the time of purchase because management intends that these investments are available for current operations and includes these investments on its balance sheet as short-term investments. Investments with original maturities longer than three months include commercial paper, U.S. agency securities, non-U.S. government securities and investment-grade corporate debt securities. Investments classified as available-for-sale are recorded at fair market value with the related unrealized gains and losses included in accumulated other comprehensive income (loss), a component of stockholders' equity. Realized gains and losses are recorded based on specific identification of each security's cost basis.

In January 2018, the Company sold all of its available-for-sale investments for proceeds of \$23.9 million and realized an insignificant loss on the sale of its investments. The Company reviews its investments quarterly to identify and evaluate investments that have an indication of possible impairment. Gross realized gains and losses were insignificant for the nine months ended March 31, 2018 and the year ended June 30, 2017. Upon the sale of its available for sale securities, the Company reclassified \$77 thousand from other comprehensive income to Other expense, net.

The Company has an investment in a technology company, which has historically been accounted for using the cost method and recorded in Other assets. Subsequent to such company's initial public offering in October 2017, the Company owns approximately 143,000 shares of such company's common stock. These shares are subject to a 6-month lock-up period that expired in April 2018. As of March 31, 2018, these shares have a fair value of \$0.9 million. Considering the recent liquidity in these shares, the Company reclassified its investment from Other assets to short-term investments, recording an unrealized gain of \$0.3 million through other comprehensive income at March 31, 2018. The Company considers the tax effect on the gain to be immaterial.

The following table summarizes the available-for-sale debt securities that were in a continuous unrealized loss position, but were not deemed to be other-than-temporarily impaired (in thousands):

	Less Than 12 Months		12 Months or Greater		Total	
	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value
<b>March 31, 2018</b>						
U. S. government agency securities (*)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
<b>June 30, 2017</b>						
U. S. government agency securities	\$ (31)	\$ 11,970	\$ (58)	\$ 11,939	\$ (89)	\$ 23,909

(\*) There was no positions as of March 31, 2018

#### Note 6. Derivative Financial Instruments

The Company manages some of its foreign currency risk through the purchase of foreign currency forward contracts that hedge against the short-term effect of currency fluctuations. These foreign currency forward contracts have a monthly maturity that mitigates the effect of rate fluctuations on certain local currency denominated intercompany balances, cash, and customer receivables. The Company does not use derivative financial instruments for speculative or trading purposes. These forward contracts are not designated as hedging instruments for accounting purposes. Principal hedged currencies include the Euro, Japanese Yen, Swiss Franc, and U.S. Dollar. There were no outstanding foreign currency forward contracts at the end of March 31, 2018 and June 30, 2017.

The following table provides information about gains (losses) associated with the Company's derivative financial instruments (in thousands):

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2018	2017	2018	2017
Foreign currency exchange gain (loss) on foreign contracts	\$ 726	\$ 225	\$ (1,712)	\$ (942)
Foreign currency transactions gain (loss)	(1,047)	(44)	1,477	40

#### Note 7. Fair Value Measurements

Fair value is an exit price representing the amount that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value hierarchy contains three levels of inputs that may be used to measure fair value, as follows:

*Level 1*— Unadjusted quoted prices that are available in active markets for the identical assets or liabilities at the measurement date.

*Level 2*— Other observable inputs available at the measurement date, other than quoted prices included in Level 1, either directly or indirectly, including:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets in non-active markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by other observable market data.

*Level 3*— Unobservable inputs that cannot be corroborated by observable market data and require the use of significant management judgment. These values are generally determined using pricing models for which the assumptions utilize management's estimates of market participant assumptions.

The Company's Level 1 assets include institutional money-market funds that are classified as cash equivalents, which are valued primarily using quoted market prices in active markets for identical assets. The Company's Level 2 assets include its U.S. government agency securities and its corporate securities as the market inputs used to value these instruments consist of market yields, reported trades and broker/dealer quotes, which are corroborated with observable market data. The tables below set forth, by level, the Company's financial assets that were accounted for at fair value (in thousands):

	March 31, 2018				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	
				Cash and Cash Equivalents	Short-term Investments
Cash	\$ 70,392	\$ —	\$ —	\$ 70,392	\$ —
Level 2					
Corporate securities	533	355			888
Total	<u>\$ 70,925</u>	<u>\$ 355</u>	<u>\$ —</u>	<u>\$ 70,392</u>	<u>\$ 888</u>

	June 30, 2017				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	
				Cash and Cash Equivalents	Short-term Investments
Cash	\$ 70,515	\$ —	\$ —	\$ 70,515	\$ —
Level 1					
Money market funds	1,569	—	—	1,569	—
Level 2					
U.S. government agency securities	23,998	—	(89)	—	23,909
Total	<u>\$ 96,082</u>	<u>\$ —</u>	<u>\$ (89)</u>	<u>\$ 72,084</u>	<u>\$ 23,909</u>

*Liabilities That Are Measured at Fair Value on a Nonrecurring Basis*

The Company's debt is measured on a non-recurring basis using Level 2 inputs based upon observable inputs of the Company's underlying stock price and the time value of the conversion option, since an observable quoted price of the 3.50% Convertible Notes (as defined below), the 3.50% Series A Convertible Notes (as defined below) and the 3.75% Convertible Notes (as defined below) (collectively the "Notes") are not readily available. The carrying value of the Revolving Credit Facility (as defined below) and the Term Loan (as defined below) (collectively the "Credit Facilities", together with the Notes, "Debt") approximate its estimated fair value as these borrowings have a variable rate structure that is based on a market observable interest rate that resets periodically. The Credit Facilities are classified as Level 2 within the fair value hierarchy.

The following table summarizes the carrying value and estimated fair value of all Debt (in thousands):

	March 31, 2018		June 30, 2017	
	Carrying Value	Fair Value	Carrying Value	Fair Value
3.50% Convertible Notes	\$ —	\$ —	\$ 44,099	\$ 48,146
3.50% Series A Convertible Notes	—	—	68,924	74,982
3.75% Convertible Notes	68,598	96,900	—	—
Revolving Credit Facility	28,007	28,007	51,548	51,548
Term Loan	37,716	37,716	—	—
Total	<u>\$ 134,321</u>	<u>\$ 162,623</u>	<u>\$ 164,571</u>	<u>\$ 174,676</u>

**Note 8. Commitments and Contingencies**

**Litigation**

From time to time, the Company is involved in legal proceedings arising in the ordinary course of its business. The Company records a provision for a loss when it believes that it is both probable that a loss has been incurred and the amount can be reasonably estimated. Currently, management believes the Company does not have any probable and estimable losses related to legal proceedings and claims. Although occasional adverse decisions or settlements may occur, management does not believe that an adverse determination with respect to any of these claims would individually or in the aggregate materially and adversely affect the

Company's financial condition or operating results. Litigation is inherently unpredictable and is subject to significant uncertainties, some of which are beyond the Company's control. Should any of these estimates and assumptions change or prove to have been incorrect, the Company could incur significant charges related to legal matters that could have a material impact on its results of operations, financial position and cash flows.

#### **Software License Indemnity**

Under the terms of the Company's software license agreements with its customers, the Company agrees that in the event the software sold infringes upon any patent, copyright, trademark, or any other proprietary right of a third-party, it will indemnify its customer licensees against any loss, expense, or liability from any damages that may be awarded against them. The Company includes this infringement indemnification in all of its software license agreements and selected managed services arrangements. In the event the customer cannot use the software or service due to infringement and the Company cannot obtain the right to use, replace or modify the license or service in a commercially feasible manner so that it no longer infringes, then the Company may terminate the license and provide the customer a refund of the fees paid by the customer for the infringing license or service. The Company has not recorded any liability associated with this indemnification, as it is not aware of any pending or threatened actions that represent probable losses as of March 31, 2018.

#### **Note 9. Debt**

##### *3.50% Convertible Senior Notes due February 2018*

In February 2013, the Company issued 3.50% Convertible Senior Notes due 2018 (the "3.50% Convertible Notes") under an indenture between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee. Holders of the 3.50% Convertible Notes were entitled to convert their notes at any time until the close of the business day immediately preceding the maturity date of February 1, 2018. The 3.50% Convertible Notes were convertible into common stock of the Company at an initial conversion rate equal to 187.6877 shares of common stock per \$1,000 principal amount, which is equivalent to a conversion price of approximately \$5.33 per share of common stock, subject to adjustment.

On January 30, 2018, the Company entered into exchange agreements (the "Exchange Agreements") with the holders of the 3.50% Convertible Notes, which amended the original settlement terms of the notes and allowed the Company to settle the then outstanding \$13.0 million principal balance of the 3.50% Convertible Notes and accrued interest in cash at maturity, and any excess equity value over the original conversion price in shares. In exchange for the agreement to settle in cash, the Company agreed to pay \$0.3 million exchange premium. The \$0.3 million exchange premium was accounted for as debt extinguishment and included in Other expense, net.

On February 1, 2018, pursuant to the Exchange Agreements, the Company paid \$13.2 million in cash to settle outstanding principal and accrued interest, and on February 7, 2018 issued 253,000 shares of the Company's common stock to the 3.50% Convertible Notes holders. The total number of shares was determined using a three-day volume weighted averaging price period and based on a prescribed formula in the Exchange Agreements. As a result, the 3.50% Convertible Notes were repaid in full and were not outstanding at March 31, 2018.

##### *3.50% Series A Convertible Senior Notes due February 2018*

In April 2014, the Company issued 3.50% Series A Convertible Senior Notes due 2018 (the "3.50% Series A Convertible Notes") under an indenture between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee. Holders of the 3.50% Series A Convertible Notes were entitled to convert their notes at any time on or after November 1, 2017 until the close of business on the business day immediately preceding the maturity date of February 1, 2018. The initial conversion rate is 187.6877 shares of the Company's common stock per \$1,000 principal amount, which represents an initial conversion price of approximately \$5.33 per share of the Company's common stock.

Pursuant to the original settlement terms, the Company made an irrevocable net share settlement election and paid cash for principal plus accrued interest upon maturity to holders who did not elect to convert. Prior to maturity, one note holder elected to convert their notes and receive a combination of cash and shares at settlement. The number of shares was determined based on a prescribed formula in the indenture. On February 1, 2018, the Company paid an aggregate amount of \$27.0 million in cash and delivered 1,252 shares of its common stock to settle the 3.50% Series A Convertible Notes. As a result, the 3.50% Series A Convertible Notes were repaid in full and were not outstanding at March 31, 2018.

### *3.75% Convertible Senior Notes due July 2022*

In August 2017, the Company issued \$85.0 million aggregate principal amount of its 3.75% Convertible Senior Notes due 2022 (the “3.75% Convertible Notes”) under an indenture between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee. \$53.0 million aggregate principal amount of the 3.75% Convertible Notes were issued to certain holders of the Company’s outstanding 3.50% Convertible Notes and 3.50% Series A Convertible Notes (together, the “Existing Notes”) in exchange for approximately \$47.0 million aggregate principal amount of the Existing Notes (the “Exchange”) and \$32.0 million aggregate principal amount of the 3.75% Convertible Notes were issued to certain other qualified new investors for cash. The net proceeds of the cash issuance were used to repurchase approximately \$28.0 million of Existing Notes (the “Repurchase”).

Holders of the 3.75% Convertible Notes may convert their notes at any time on or after April 15, 2022 until the close of the business day immediately preceding the maturity date. Prior to April 15, 2022, holders of the 3.75% Convertible Notes may convert their notes only under certain circumstances

Upon conversion, the Company will have the right to pay cash, or deliver shares of common stock of the Company or a combination thereof, at the Company’s election. The initial conversion rate is 174.8252 shares of the Company’s common stock per \$1,000 principal amount (which represents an initial conversion price of approximately \$5.72 per share of the Company’s common stock). The conversion rate, and thus the conversion price, is subject to adjustment as further described below.

Holders of the 3.75% Convertible Notes who convert their notes in connection with a “make-whole fundamental change,” as defined in the indenture, may be entitled to a make-whole premium in the form of an increase in the conversion rate. Additionally, in the event of a “fundamental change,” as defined in the indenture, holders of the 3.75% Convertible Notes may require the Company to purchase all or a portion of their note at a fundamental change repurchase price equal to 100% of the principal amount of the 3.75% Convertible Notes, plus accrued and unpaid interest, if any, to, but not including, the fundamental change repurchase date. As of March 31, 2018, approximately \$85.0 million aggregate principal amount was outstanding.

### *Revolving Credit Facility*

On June 14, 2017, the Company entered into a credit and security agreement with a lender (the “Credit Agreement”). The Credit Agreement provides the Company with a revolving credit facility in the initial amount of \$52.0 million (the “Revolving Credit Facility”). Availability for borrowings under the Revolving Credit Facility is subject to a borrowing base that is calculated as a function of the value of the Company’s eligible accounts receivable and eligible inventory, and the Company is required to maintain a minimum drawn balance of at least 30% of such availability. Interest on the borrowings under the Revolving Credit Facility is payable monthly in arrears at an annual interest rate of reserve-adjusted, 90-day LIBOR plus 4.50% and had initial maturity date of June 14, 2021.

In December 2017, concurrently with the Term Loan Agreement described below, the Company entered into an amendment to the Credit Agreement (the “Amendment” and, collectively with the Credit Agreement, the “Amended Credit Agreement”). The Amendment reduced the maximum borrowings under the Revolving Credit Facility to \$32.0 million and extended the maturity date of the Revolving Credit Facility to December 15, 2022.

The Amended Credit Agreement contains restrictions and covenants applicable to the Company. Among other requirements, the Company may not permit the Fixed Charge Coverage Ratio (as defined in the Amended Credit Agreement) to be less than a certain specified ratio for each fiscal quarter during the term of the Revolving Credit Facility. In addition, the Amended Credit Agreement contains customary restrictive covenants that limit, among other things, the ability of the Company and its subsidiaries to (i) incur additional indebtedness, (ii) incur liens on their property, (iii) pay dividends or make other distributions, (iv) sell their assets, (v) make certain loans or investments, (vi) merge or consolidate, (vii) voluntarily repay or prepay certain indebtedness and (viii) enter into transactions with affiliates, in each case subject to certain exceptions. The Company was in compliance with the covenants as of March 31, 2018. As of March 31, 2018, approximately \$28.0 million aggregate principal amount was outstanding under the Revolving Credit Facility.

Term Loan

In December 2017, the Company entered into a credit and security agreement with a lender (the "Term Loan Agreement"). The Term Loan Agreement provides for an initial term loan of \$40.0 million with an additional tranche of \$20.0 million available through December 31, 2018, if specified conditions are met (the "Term Loan"). In connection with the Amendment, the Company used a portion of the net proceeds from the initial advance to repay a portion of the outstanding borrowings under the Revolving Credit Facility. Interest on the Term Loan is payable monthly in arrears at an annual interest rate of 6.75% plus 90-day LIBOR. The Term Loan Agreement matures December 15, 2022 and, if prepaid, has fees equal to 3%, 2%, and 1% of the prepayment amount if such termination occurs within the first year, the second year, and the third year of funding, respectively. The term of the loan is 60 months with interest only for the first 24 months followed by straight-line amortization of principal for the remaining months. In addition, the Company will pay an annual administrative fee of 0.25% and a final payment of 4.0% of the Term Loan amount. As of March 31, 2018, approximately \$40.0 million aggregate principal amount was outstanding.

The following table presents the carrying value of all Debt (in thousands):

<b>As of March 31, 2018</b>	<b>Revolving Credit Facility</b>	<b>3.75% Convertible Notes</b>	<b>Term Loan Facility</b>	<b>Total</b>
Carrying amount of equity conversion component	\$ —	\$ 14,650	\$ —	\$ 14,650
Principal amount of the Notes	\$ 28,007	\$ 85,000	\$ 40,000	\$ 153,007
Unamortized debt costs	—	(3,501)	(1,862)	\$ (5,363)
Unamortized debt discount	—	(12,901)	(422)	\$ (13,323)
Net carrying amount	<u>\$ 28,007</u>	<u>\$ 68,598</u>	<u>\$ 37,716</u>	<u>\$ 134,321</u>
<b>Reported as:</b>				
Short-term debt				\$ —
Long-term debt				134,321
Total debt				<u>\$ 134,321</u>

<b>As of June 30, 2017</b>	<b>Revolving Credit Facility</b>	<b>3.50% Convertible Notes</b>	<b>3.50% Series A Convertible Notes</b>	<b>Total</b>
Carrying amount of equity conversion component	\$ —	\$ —	\$ 7,844	\$ 7,844
Principal amount of the Notes	\$ 51,548	\$ 44,654	\$ 70,346	\$ 166,548
Unamortized debt costs	—	(555)	—	(555)
Unamortized debt discount	—	—	(1,422)	(1,422)
Net carrying amount	<u>\$ 51,548</u>	<u>\$ 44,099</u>	<u>\$ 68,924</u>	<u>\$ 164,571</u>
<b>Reported as:</b>				
Short-term debt				\$ 113,023
Long-term debt				51,548
Total debt				<u>\$ 164,571</u>

A summary of interest expense on the Debt is as follows (in thousands):

	<b>Three Months Ended March 31,</b>		<b>Nine Months Ended March 31,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Interest expense related to contractual interest coupon	\$ 2,608	\$ 2,255	\$ 7,444	\$ 7,125
Interest expense related to amortization of debt discount	862	661	2,589	2,117
Interest expense related to amortization of debt issuance costs	391	383	1,259	1,165
	<u>\$ 3,861</u>	<u>\$ 3,299</u>	<u>\$ 11,292</u>	<u>\$ 10,407</u>



## Note 10. Share-Based Compensation

The following table presents details of share-based compensation expenses by functional line item (in thousands):

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2018	2017	2018	2017
Cost of revenue	\$ 442	\$ 519	\$ 1,410	\$ 1,461
Research and development	577	644	1,842	1,808
Selling and marketing	496	769	863	2,077
General and administrative	1,689	1,666	4,959	4,639
	<u>\$ 3,204</u>	<u>\$ 3,598</u>	<u>\$ 9,074</u>	<u>\$ 9,985</u>

## Note 11. Net Loss Per Common Share

The Company reports both basic and diluted loss per share, which is based on the weighted average number of common shares outstanding during the period.

A reconciliation of the numerator and denominator used in the calculation of basic and diluted net loss per common share follows (in thousands):

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2018	2017	2018	2017
<b>Numerator:</b>				
Net loss used to compute basic and diluted loss per share	\$ (8,852)	\$ (5,029)	\$ (22,953)	\$ (24,324)
<b>Denominator:</b>				
Weighted average shares used to compute basic and diluted loss per share	<u>85,459</u>	<u>82,913</u>	<u>84,594</u>	<u>82,268</u>

The potentially dilutive shares of the Company's common stock resulting from the assumed exercise of outstanding stock options, the settlement of vested Restricted Stock Units (RSU), Market Stock Units (MSU) and Performance Stock Units (PSU), and the purchase of shares under the Company's Employee Stock Purchase Program (ESPP), as determined under the treasury stock method, are excluded from the computation of diluted net loss per share because their effect would have been anti-dilutive. Additionally, the 3.50% Convertible Notes are included in the calculation of diluted net income per share only if their inclusion is dilutive.

The following table sets forth all potentially dilutive securities excluded from the computation in the table above because their effect would have been anti-dilutive (in thousands):

	As of March 31,	
	2018	2017
Stock options	2,672	2,510
RSUs, PSUs and MSUs	5,202	5,492
3.50% Convertible Notes	—	8,378
	<u>7,874</u>	<u>16,380</u>

## 3.75% Convertible Notes—Diluted Share Impact

The 3.75% Convertible Notes and the 3.50% Series A Convertible Notes have an optional physical (share), cash or combination settlement feature and contain certain conditional conversion features. The 3.50% Series A Convertible Notes were retired in February 2018. Due to the optional cash settlement feature and management's intent to settle the principal amount thereof in cash, the shares of our common stock issuable upon conversion of the outstanding principal amount of the 3.75% Convertible Notes as of March 31, 2018, totaling approximately 14.9 million shares of our common stock, were not included in the basic and diluted net loss per common share table above.

## Note 12. Segment Information

The Company operates in one reportable segment (oncology systems group), which develops, manufactures and markets proprietary medical devices used in radiation therapy and radiosurgery for the treatment of cancer patients. The Company's Chief Executive Officer, its Chief Operating Decision Maker, reviews financial information presented on a consolidated basis for purposes of making operating decisions and assessing financial performance. The Company does not assess the performance of its individual product lines on measures of profit or loss, or asset-based metrics.

The following tables present net revenue and long-lived asset information based on geographic region. Net revenue is based on the destination of the shipments and long-lived assets are based on the physical location of the assets (in thousands):

Net Revenue	Three Months Ended March 31,		Nine Months Ended March 31,	
	2018	2017	2018	2017
Americas	\$ 41,767	\$ 38,720	\$ 115,544	\$ 118,545
Europe, Middle East, India and Africa	14,731	21,785	81,885	68,705
Asia-Pacific and Japan	43,334	36,807	93,682	84,070
Total	\$ 99,832	\$ 97,312	\$ 291,111	\$ 271,320

Property and equipment, net	March 31,	June 30,
	2018	2017
Americas	\$ 19,958	\$ 18,435
Europe, Middle East, India and Africa	665	730
Asia-Pacific and Japan	3,839	3,897
Total	\$ 24,462	\$ 23,062

## Note 13. Income Tax

On a quarterly basis, the Company provides for income taxes based upon an estimated annual effective income tax rate. The Company recognized an income tax expense of \$0.6 million and \$1.3 million for the three and nine months ended March 31, 2018, respectively. The Company recognized an income tax expense of \$0.8 million and \$0.6 million for the three and nine months ended March 31, 2017, respectively.

On December 22, 2017, the Tax Cuts and Jobs Act of 2017 ("Tax Act") was signed into law. The Company believes the impact of the inclusion of accumulated post-1986 foreign earnings on which U.S. income tax is currently deferred to a one-time transition tax on March 31, 2018 would not be material to the Company. The measurement of the transition tax liability requires extensive effort to calculate foreign earnings and profit on a cumulative basis. The Company has made reasonable efforts to determine that there would be no material financial impact from this one-time transition tax as the Company believes its existing tax attributes can be used to offset the transition tax without limitation, but an election is available to not claim the net operating loss deduction against the mandatory foreign earnings inclusion at March 31, 2018.

Under ASC 740, *Accounting for Income Taxes*, the enactment of the Tax Act also requires companies, to recognize the effects of changes in tax laws and rates on deferred tax assets and liabilities and the retroactive effects of changes in tax laws in the period in which the new legislation is enacted. There is no further change to its assertion on maintaining a full valuation allowance against its U.S. deferred tax assets. The Company's gross deferred tax assets will be revalued from 35% to 21% with a corresponding offset to the valuation allowance and any potential other taxes arising due to the Tax Act will result in reductions to its net operating loss carryforward and valuation allowance. Deferred tax assets of approximately \$174.0 million will be revalued to approximately \$117.0 million with a corresponding decrease to the Company's valuation allowance. The Company will continue to analyze the Tax Act to assess the full effects on its financial results, including disclosures, for its fiscal year ending June 30, 2018.

In accordance with Staff Accounting Bulletin (SAB) No. 118 - *Income Tax Accounting Implications of the Tax Cuts and Jobs Act*, the effects of the Tax Act may be adjusted within a one-year measurement period from the enactment date for items that were previously reported as provisional, or where a provisional estimate could not be made. Income tax provision for the three months ended March 31, 2018, did not reflect any adjustment to the previously assessed Tax Act enactment effect. The Company will continue to assess forthcoming guidance and accounting interpretations on the effects of the Tax Act and expects to complete its analysis within the measurement period in accordance with the guidance provided in SAB No. 118.

## **Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion and analysis of our financial condition as of March 31, 2018 and results of operations for the three and nine months ended March 31, 2018 and 2017 should be read together with our unaudited condensed consolidated financial statements and related notes included in this report. Statements made in this Form 10-Q report that are not statements of historical fact are forward-looking statements that are subject to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements in this report relate, but are not limited, to: our future results of operations and financial position, including the sufficiency of cash resources and expected cash flows to fund future operations, including the next 12 months; our backlog and expectations regarding age-outs, cancellations of contracts and foreign currency impacts; the anticipated drivers of our future capital requirements; our expectations regarding the improvements in efficiency made by the multi-leaf collimator, or InCise MLC, on the CyberKnife Systems, and its impact on our business; our expectations regarding the factors that will impact long-term success, sales, competitive positioning and long-term success for our CyberKnife and TomoTherapy Systems, including Radixact Systems; our belief that TomoTherapy and Radixact Systems offer clinicians and patients significant benefits over other radiation therapy systems in the market; the anticipated risks associated with our foreign operations and fluctuations in the U.S. Dollar and foreign currencies as well as our ability to mitigate such risks; our plans related to cash held by our foreign subsidiaries; our expectations related to the effects of the Tax Cuts and Jobs Act of 2017 on the Company; the sufficiency of our cash, cash flow equivalents and investments to meet our anticipated cash needs for working capital and capital expenditures and our business strategy, plans and objectives. Forward-looking statements generally can be identified by words such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “predicts,” “projects,” “may,” “will be,” “will continue,” “will likely result,” and similar expressions. These forward-looking statements involve risks and uncertainties. If any of these risks or uncertainties materialize, or if any of our assumptions prove incorrect, actual results could differ materially from the results expressed or implied by these forward-looking statements. These risks and uncertainties include, those discussed in this quarterly report, in particular under the heading “Risk Factors” in Part II, Item 1A as well as the risks detailed in Part I, Item 1A of our annual report on Form 10-K for fiscal year 2017, and other filings we make with the Securities and Exchange Commission. Forward-looking statements speak only as of the date the statements are made and are based on information available to us at the time those statements are made and/or management’s good faith belief as of that time with respect to future events. 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. Accordingly, investors should not place undue reliance on any forward-looking statements.*

*In this report, “Accuray,” the “Company,” “we,” “us,” and “our” refer to Accuray Incorporated and its subsidiaries.*

### **Overview**

#### **Products and Markets**

We are a radiation oncology company that develops, manufactures, sells and supports precise, innovative treatment solutions that set the standard of care, with the aim of helping patients live longer, better lives. Our leading-edge technologies, the CyberKnife and TomoTherapy Systems, including Radixact Systems, the next generation TomoTherapy System platform, are designed to deliver advanced radiation therapy including radiosurgery, stereotactic body radiation therapy, intensity modulated radiation therapy, image-guided radiation therapy and adaptive radiation therapy tailored to the specific needs of each patient. The CyberKnife and TomoTherapy Systems are complementary offerings serving largely separate patient populations treated by the same medical specialty, radiation oncology. Both systems have advanced capabilities that offer increased treatment flexibility to meet the needs of an expanding patient population including patients requiring retreatment with radiation therapy. We also offer comprehensive software solutions to enable and enhance the precise and efficient radiosurgery and radiotherapy treatment with our CyberKnife and TomoTherapy Systems. In addition to these products, we also provide services, which include post-contract customer support (warranty period services and post warranty services), installation services, training and other professional services.

#### **The CyberKnife Systems**

The CyberKnife Systems are robotic systems designed to deliver radiosurgery treatments to cancer tumors anywhere in the body. The CyberKnife Systems are the only dedicated, full-body robotic radiosurgery systems on the market. Radiosurgery is an alternative to traditional surgery for tumors and is performed on an outpatient basis in one to five treatment sessions. It enables the treatment of patients who typically might not otherwise be treated with radiation, who may not be good candidates for surgery, or who desire non-surgical treatments. The use of radiosurgery with CyberKnife Systems to treat tumors throughout the body has grown significantly in recent years, but currently only a small portion of the patients who develop tumors treatable with CyberKnife Systems are treated with these systems. A determination of when it may or may not be appropriate to use a CyberKnife System for treatment is at the discretion of the treating physician and depends on the specific patient. However, the CyberKnife Systems are generally not used to treat (1) very large tumors, which are considerably wider than the radiation beam that can be delivered by CyberKnife Systems, (2) diffuse wide-spread disease, as is often the case for late stage cancers, because they are not localized (though CyberKnife Systems might be used to treat a focal area of the disease) and (3) systemic diseases, like leukemia and lymphoma, which are not localized to an organ, but rather involve cells throughout the body.

Our CyberKnife M6 Series Systems have the option of: fixed collimator, Iris Variable Aperture Collimator and/or multi-leaf collimator, or InCise MLC. The InCise MLC is designed specifically for the M6 Series. With the InCise MLC, clinicians can deliver the same precise radiosurgery treatments they have come to expect with the CyberKnife System, faster and for a wider range of tumor types than prior CyberKnife systems. The InCise MLC makes it faster and more efficient to treat a wider range of tumor types with the CyberKnife M6 Series System, including larger tumors and those with multiple sites of disease.

We believe the long-term success of the CyberKnife Systems is dependent on a number of factors including the following:

- Continued adoption of our CyberKnife M6 Series Systems;
- Greater awareness among doctors and patients of the benefits of radiosurgery conducted with the CyberKnife Systems;
- Continued evolution in clinical studies demonstrating the safety, efficacy and other benefits of using the CyberKnife Systems to treat tumors in various parts of the body;
- Change in medical practice leading to utilization of stereotactic body radiosurgery more regularly as an alternative to surgery or other treatments;
- Continued advances in our technology that improve the quality of treatments and ease of use of the CyberKnife Systems;
- Receipt of regulatory approvals in various countries which are expected to improve access to radiosurgery with the CyberKnife Systems in such countries;
- Medical insurance reimbursement policies that cover CyberKnife System treatments; and
- Our ability to expand sales of CyberKnife Systems in countries throughout the world where we do not currently sell or have not historically sold a significant number of CyberKnife Systems.

***TomoTherapy Systems, including Radixact Systems, the next generation TomoTherapy System***

The TomoTherapy Systems are advanced, fully integrated and versatile radiation therapy systems for the treatment of a wide range of cancer types. The TomoTherapy Systems are specifically designed for image-guided intensity-modulated radiation therapy (IG-IMRT). The TomoTherapy Systems include the TomoTherapy H Series Systems with configurations of TomoH, TomoHD and TomoHDA. Based on a CT scanner platform, the systems provide continuous delivery of radiation from 360 degrees around the patient, or delivery from clinician-specified beam angles. These unique features, combined with daily 3D image guidance, enable physicians to deliver highly accurate, individualized dose distributions which precisely conform to the shape of the patient's tumor while minimizing dose to normal, healthy tissue, resulting in fewer side effects for the patient. The TomoTherapy Systems are capable of treating all standard radiation therapy indications including breast, prostate, lung and head and neck cancers, in addition to complex and novel treatments such as total marrow irradiation. The Radixact System, the next generation TomoTherapy System, includes our integrated Accuray Precision treatment planning software and new iDMS Data Management System. The Radixact System leverages the TomoTherapy System's efficient daily low-dose fan beam MVCT image guidance and unique ring gantry architecture, delivering precise radiation treatments for more patients, faster, with simpler, more automated workflows. We believe Radixact Systems and other TomoTherapy Systems offer clinicians and patients significant benefits over other radiation therapy systems in the market. We believe our ability to capture more sales will be influenced by a number of factors including the following:

- Continued adoption of our TomoTherapy Systems, including the adoption of Radixact Systems in markets where it is available;
- Greater awareness among doctors and patients of the unique benefits of radiation therapy using TomoTherapy Systems because of their ring gantry architecture and ability to deliver treatment from 360 degrees around the patient;
- Advances in our technology that improve the quality of treatments and ease of use of TomoTherapy Systems;
- Greater awareness among doctors of the now-established reliability of TomoTherapy Systems; and
- Our ability to expand sales of TomoTherapy Systems in countries throughout the world where we do not currently sell or have not historically sold a significant number of TomoTherapy Systems.

## Sale of Our Products

Generating revenue from the sale of our systems is a lengthy process. Selling our systems, from first contact with a potential customer to a signed sales contract that meets our backlog criteria (as discussed below) varies significantly and generally spans between six months and two years. The length of time between receipt of a signed contract and revenue recognition is generally governed by the time required by the customer to build, renovate or prepare the treatment room for installation of the system.

In the United States, we primarily market directly to customers, including hospitals and stand-alone treatment facilities, through our sales organization and we also market to customers through sales agents and group purchasing organizations. Outside the United States, we market to customers directly and through distributors and sales agents. In addition to our offices in the United States, we have sales and service offices in Europe, Asia, and South America.

### Backlog

For orders that cover both products and services, only the portion of the order that is recognizable as product revenue is reported as backlog. The portion of the order that is recognized as service revenue (for example, Post-Contract Customer Support (PCS), installation, training and professional services) is not included in reported backlog. Product backlog totaled \$468.1 million as of March 31, 2018 compared to \$452.8 million as of June 30, 2017.

In order for the product portion of a system sales agreement to be counted as backlog, it must meet the following criteria:

- The contract is properly executed by both the customer and us. A customer purchase order that incorporates the terms of our contract quote will be considered equivalent to a signed and executed contract. The contract has either cleared all its contingencies or contained no contingencies when signed.
- We have received a minimum deposit or a letter of credit; or the sale is to a customer where a deposit is deemed not necessary or customary (i.e. sale to a government entity, a large hospital, group of hospitals or cancer care group that has sufficient credit, customers with trade-in of existing equipment, sales via tender awards, or indirect channel sales that have signed contracts with end-customers);
- The specific end customer site has been identified by the customer in the written contract or written amendment; and
- Less than 2.5 years have passed since the contract met all the criteria above.

Although our backlog includes only contractual agreements with our customers for the purchase of CyberKnife Systems, TomoTherapy Systems, including Radixact Systems and related upgrades, we cannot provide assurance that we will convert backlog into recognized revenue due primarily to factors outside of our control. The amount of backlog recognized into revenue is primarily impacted by three items: cancellations, age-outs and foreign currency fluctuations. Orders could be cancelled for reasons including, without limitation, changes in customers' needs or financial condition, changes in government or health insurance reimbursement policies, or changes to regulatory requirements. In addition to cancellations, after 2.5 years, if we have not been able to recognize revenue on a contract, we remove the revenue associated with the contract from backlog and the order is considered aged out. Contracts may age-out for many reasons, including but not limited to, inability of the customer to pay, inability of the customer to adapt their facilities to accommodate our products in a timely manner, or inability to timely obtain licenses necessary for customer facilities or operation of our equipment. Our backlog also includes amounts not denominated in U.S. Dollars and therefore fluctuations in the U.S. Dollar as compared to other currencies will impact revenue. Generally, strengthening of the U.S. Dollar will negatively impact revenue. Backlog is stated at historical foreign currency exchange rates, and revenue is released from backlog at current exchange rates, with any difference recorded as a backlog adjustment.

A summary of gross orders, net orders, and order backlog is as follows (in thousands):

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2018	2017	2018	2017
Gross orders	\$ 74,906	\$ 83,823	\$ 208,461	\$ 212,612
Net orders	40,880	71,830	144,567	163,086
Order backlog at the end of the period	468,147	449,955	468,147	449,955

## **Gross Orders**

Gross orders are defined as the sum of new orders recorded during the period adjusted for any revisions to existing orders during the period.

Gross orders decreased by \$8.9 million for the three months ended March 31, 2018, as compared to the three months ended March 31, 2017. This was primarily a result of a decrease of \$7.8 million in new system order volume compared to the same prior year period, primarily driven by a \$12.9 million decrease of CyberKnife System orders, offset by a \$5.1 million increase in TomoTherapy System orders driven by Radixact Systems, which were introduced in the second half of fiscal 2017. In addition, there was a \$1.1 million decrease in upgrade orders and other amendments as compared to the same prior year period.

Gross orders decreased by \$4.2 million for the nine months ended March 31, 2018, as compared to the nine months ended March 31, 2017. This was a result of a decrease of \$1.2 million in new system order volume compared to the same prior year period, primarily driven by a \$31.5 million decrease of CyberKnife System orders, offset by a \$30.3 million increase in TomoTherapy orders driven by Radixact System. Additionally, a decrease in gross orders was also due to a \$3.0 million decrease in upgrade orders and other amendments as compared to the same prior year period.

## **Net Orders**

Net orders are defined as gross orders less cancellations, age-outs, foreign exchange and other adjustments.

Net orders decreased by \$30.9 million for the three months ended March 31, 2018, as compared to the three months ended March 31, 2017, resulting from a decrease in gross orders of \$8.9 million, an increase in net age-outs of \$17.4 million, negative foreign currency adjustments of \$0.3 million, and an increase in cancellations of \$4.3 million.

- The net age-outs for the three months ended March 31, 2018 was \$25.9 million. There were no age-ins, which represent orders that previously aged-out but have been taken to revenue in the current period. Age-ins offset the gross amount of age-outs in a particular period.
- There were \$7.1 million and \$2.8 million in cancellations in the three months ended March 31, 2018 and March 31, 2017, respectively. Cancellations are outside of our control and are difficult to forecast; however, we continue to work closely with our customers to minimize the impact of cancellations on our business.
- Other adjustments and foreign currency impacts decreased net orders by \$1.0 million for the three months ended March 31, 2018 while currency impacts resulted in a decrease in net orders of \$0.8 million for the three months ended March 31, 2017.

Net orders decreased by \$18.5 million for the nine months ended March 31, 2018, as compared to the nine months ended March 31, 2017, resulting from a decrease in gross orders of \$4.2 million, increases in net age-outs of \$12.4 million and cancellations of \$0.4 million, together with negative foreign currency adjustments of \$1.5 million.

- The net age-outs of \$51.4 million for the nine months ended March 31, 2018 include \$9.1 million of age-ins, which represent orders that previously aged-out but have been taken to revenue in the current period. Age-ins offset the gross amount of age-outs in a particular period.
- There were \$10.2 million in cancellations in the nine months ended March 31, 2018 and \$9.8 million in cancellations in the nine months ended March 31, 2017. Cancellations are outside of our control and are difficult to forecast, however, we continue to work closely with our customers to minimize the impact of cancellations on our business.
- Other adjustments and foreign currency impacts decreased net orders by \$2.3 million for the nine months ended March 31, 2018 while currency impacts resulted in a decrease in net orders of \$0.7 million for the nine months ended March 31, 2017.

## Results of Operations — Three and Nine months ended March 31, 2018 and 2017

(Dollars in thousands)	Three Months Ended March 31,				Nine Months Ended March 31,			
	2018	2017	Change		2018	2017	Change	
	Amount	Amount	\$	%	Amount	Amount	\$	%
Products	\$ 43,244	\$ 48,032	(4,788)	(10)	\$ 129,266	\$ 119,029	10,237	9
Services	56,588	49,280	7,308	15	161,845	152,291	9,554	6
Net revenue	99,832	97,312	2,520	3	291,111	271,320	19,791	7
Gross profit	36,249	35,425	824	2	113,710	98,156	15,554	16
Products gross profit	17,912	18,458	(546)	(3)	54,975	43,134	11,841	27
Services gross profit	18,337	16,967	1,370	8	58,735	55,022	3,713	7
Research and development expenses	13,906	12,484	1,422	11	42,663	36,657	6,006	16
Selling and marketing expenses	14,612	13,025	1,587	12	43,241	41,247	1,994	5
General and administrative expenses	11,552	11,184	368	3	34,696	32,890	1,806	5
Other expense, net	4,465	2,919	1,546	53	14,774	11,044	3,730	34
Provision for (benefit from) income taxes	566	842	(276)	(33)	1,289	642	647	101
Net loss	\$ (8,852)	\$ (5,029)	(3,823)	76	\$ (22,953)	\$ (24,324)	1,371	(6)

### Net Revenue

(Dollars in thousands)	Three Months Ended March 31,				Nine Months Ended March 31,			
	2018	2017	Change		2018	2017	Change	
	Amount	Amount	\$	%	Amount	Amount	\$	%
Products	\$ 43,244	\$ 48,032	(4,788)	(10)	\$ 129,266	\$ 119,029	10,237	9
Services	56,588	49,280	7,308	15	161,845	152,291	9,554	6
Net revenue	\$ 99,832	\$ 97,312	2,520	3	\$ 291,111	\$ 271,320	19,791	7

#### Product Net Revenue

Product net revenue decreased by \$4.8 million for the three months ended March 31, 2018, as compared to the three months ended March 31, 2017, primarily due to a \$3.7 million decrease in revenue for lower unit volume sale of both Radixact and CyberKnife Systems, as well as a \$1.1 million decrease in upgrade and other revenue as compared to the prior year period.

Product net revenue increased by \$10.2 million for the nine months ended March 31, 2018, as compared to the nine months ended March 31, 2017, primarily due to a \$17.1 million increase in sales of CyperKnife Systems as a result of higher units to revenue and a higher per unit price, offset by a \$6.6 million decrease in sales of TomoTherapy Systems. The net increase of \$10.5 million of system revenue was partially offset by a \$0.3 million decrease in upgrade and other revenue as compared to the prior year period.

#### Services Net Revenue

Services net revenue increased by \$7.3 million for the three months ended March 31, 2018, as compared to the three months ended March 31, 2017, primarily due to an increase of \$6.3 million related to our increased installed base, upgrade revenue, and installation revenue, together with an increase of \$1.0 million in spare parts and training revenue.

Services net revenue increased by \$9.6 million for the nine months ended March 31, 2018, as compared to the nine months ended March 31, 2017, mainly due an increase of \$9.6 million related to our increased installed base, upgrade revenue, and installation revenue.

Percentage of net revenue by geographic region, based on the shipping location of our customers, is as follows (in thousands, except percentages):

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2018	2017	2018	2017
	\$	\$	\$	\$
Net revenue	99,832	97,312	291,111	271,320
Americas	42%	40%	40%	44%
Europe, Middle East, India and Africa	15%	22%	28%	25%
Asia Pacific and Japan	43%	38%	32%	31%

Revenue derived from sales outside of the Americas region as a percentage of our total net revenue decreased for the three-month period but increased for the nine-month period ended March 31, 2018 as compared to the same periods in the prior fiscal year. The changes were primarily due to backlog conversion of orders to revenue in those regions.

## Gross Profit

(Dollars in thousands)	Three Months Ended March 31,				Nine Months Ended March 31,			
	2018	2017	Change		2018	2017	Change	
	Amount	Amount	\$	%	Amount	Amount	\$	%
Product gross profit	\$ 17,912	\$ 18,458	(546)	(3)	\$ 54,975	\$ 43,134	11,841	27
Services gross profit	18,337	16,967	1,370	8	58,735	55,022	3,713	7
Gross profit	\$ 36,249	\$ 35,425	824	2	\$ 113,710	\$ 98,156	15,554	16

Overall gross profit for the three months ended March 31, 2018 increased by \$0.8 million or 2%, as compared to the three months ended March 31, 2017, primarily due to increases in service contract revenue from install base increase and upgrade revenue. The increase was offset by a decrease in product gross profit due to lower unit volume and product mix in the third quarter of fiscal 2018 as compared to the same period in the prior fiscal year. Service gross profit increased by \$1.4 million or 8% for the three months ended March 31, 2018 as compared to the same period in the prior year primarily due to continued installed base expansion and increased upgrade revenue.

Overall gross profit for the nine months ended March 31, 2018 increased by \$15.6 million or 16%, as compared to the nine months ended March 31, 2017. Product gross profit increased 27%, primarily due to higher unit volume and favorable product mix in the first nine months of fiscal 2018 as compared to the same prior year period. Further, for the nine months ended March 31, 2017, we recorded \$6.0 million of intangible amortization related to the acquisition of TomoTherapy Incorporated, which was fully amortized in the fourth quarter of our fiscal year 2017. Service gross profit increased by \$3.7 million or 7% for the nine months ended March 31, 2018 as compared to the same period in the prior year primarily due to continued installed base expansion and increased upgrade revenue.

## Research and Development

(Dollars in thousands)	Three Months Ended March 31,				Nine Months Ended March 31,			
	2018	2017	Change		2018	2017	Change	
	Amount	Amount	\$	%	Amount	Amount	\$	%
Research and development expenses	\$ 13,906	\$ 12,484	1,422	11	\$ 42,663	\$ 36,657	6,006	16

Research and development expenses increased by \$1.4 million in the three months ended March 31, 2018, as compared to the same period in the prior year. The increase was primarily due to \$1.2 million of higher compensation and benefits expenses and \$0.2 million in higher consulting fees to accelerate our product development.

Research and development expenses increased by \$6.0 million in the nine months ended March 31, 2018, as compared to the same period in the prior year. The increase was primarily due to \$4.5 million of higher compensation and benefits expenses for additional headcount and \$1.2 million in higher consulting fees to accelerate our product development, as well as an increase of \$0.3 million in IT and travel expense to support our increased headcount.

## Selling and Marketing

(Dollars in thousands)	Three Months Ended March 31,				Nine Months Ended March 31,			
	2018	2017	Change		2018	2017	Change	
	Amount	Amount	\$	%	Amount	Amount	\$	%
Selling and marketing expenses	\$ 14,612	\$ 13,025	1,587	12	\$ 43,241	\$ 41,247	1,994	5

Selling and marketing expenses increased \$1.6 million for the three months ended March 31, 2018, as compared to the same period in the prior year. The increase was primarily due to \$0.9 million in higher compensation expenses related to increased headcount and commissions, \$0.3 million in higher IT and facilities expenses, and trade shows and advertising costs, and \$0.4 million increase in travel expense.

Selling and marketing expenses increased by \$2.0 million in the nine months ended March 31, 2018, as compared to the same period in the prior year. The increase was primarily due to \$1.0 million in higher compensation expenses related to increased headcount and commissions, \$0.2 million in higher tradeshow and advertising expenses, \$0.3 million in higher IT and facilities expenses, and \$0.5 million increase in travel expenses.



## General and Administrative

(Dollars in thousands)	Three Months Ended March 31,				Nine Months Ended March 31,			
	2018	2017	Change		2018	2017	Change	
	Amount	Amount	\$	%	Amount	Amount	\$	%
General and administrative expenses	\$ 11,552	\$ 11,184	368	3	\$ 34,696	\$ 32,890	1,806	5

General and administrative expenses increased by \$0.4 million in the three months ended March 31, 2018, as compared to the same period in the prior year. The increase was primarily due to \$0.5 million related to strategic business development, offset by \$0.1 million in bad debt recovery.

General and administrative expenses increased by \$1.8 million in the nine months ended March 31, 2018 as compared to the same period in the prior year. The increase was primarily due to \$1.7 million in higher expenses related to strategic business development activities, travel and recruiting expenses, and \$0.1 million in higher IT and facilities expenses.

## Other Expense, net

(Dollars in thousands)	Three Months Ended March 31,				Nine Months Ended March 31,			
	2018	2017	Change		2018	2017	Change	
	Amount	Amount	\$	%	Amount	Amount	\$	%
Other expense, net	\$ 4,465	\$ 2,919	1,546	53	\$ 14,774	\$ 11,044	3,730	34

Other expense, net increased by \$1.5 million for the three months ended March 31, 2018, as compared to the same period in the prior year. The increase in other expense, net was primarily due to a \$0.6 million increase in interest expense related to our Revolving Credit Facility and Term Loan which bear higher interest rates as compared to the retired debt, a \$0.3 million loss on retirement of debt, a \$0.1 million loss on sale of our short-term investments, together with \$0.5 million increase in foreign exchange loss.

Other expense, net increased by \$3.7 million for the nine months ended March 31, 2018, as compared to the same period in the prior year. The increase was primarily due to a net \$3.5 million increase in loss on extinguishment of debt that occurred in the first and third quarters of fiscal 2018, a \$0.1 million loss on sale of our short-term investments, higher interest expense of \$0.9 million related to our Revolving Credit Facility and Term Loan which bear higher interest rates as compared to the retired debt, and lower interest income of \$0.2 million. The increase was partially offset by foreign exchange gains of \$0.7 million.

## Provision for Income Taxes

On a quarterly basis, we provide for income taxes based upon an estimated annual effective income tax rate. We recognized an income tax expense of \$0.6 million and \$1.3 million for the three and nine months ended March 31, 2018, respectively. We recognized an income tax expense of \$0.8 million and \$0.6 million for the three and nine months ended March 31, 2017, respectively.

Tax expense decreased by \$0.2 million for the three months ended March 31, 2018, as compared to the same period in the prior year due to decreases in foreign earnings.

Tax expense increased by \$0.7 million for the nine months ended March 31, 2018, as compared to the same period in the prior year primarily due to recognition of an income tax benefit of approximately \$1.4 million in the first quarter of the prior fiscal year related to the completion of tax audits by the Swiss authorities for the period from fiscal 2011 through fiscal 2015, offset by a \$0.5 million tax return to tax provision adjustment recorded in the second quarter of the current fiscal year.

On December 22, 2017, the Tax Cuts and Jobs Act of 2017 ("Tax Act") was signed into law. We believe the impact of the inclusion of accumulated post-1986 foreign earnings on which U.S. income tax is currently deferred to a one-time transition tax on March 31, 2018 would not be material to us. The measurement of the transition tax liability requires extensive effort to calculate the foreign earnings and profit on a cumulative basis. We have made reasonable efforts to determine that there would be no material financial impact from this one-time transition tax as we believe our existing tax attributes can be used to offset the transition tax without limitation, but an election is available to not claim the net operating loss deduction against the mandatory foreign earnings inclusion at March 31, 2018.

Under ASC 740, *Accounting for Income Taxes*, the enactment of the Tax Act also requires companies, to recognize the effects of changes in tax laws and rates on deferred tax assets and liabilities and the retroactive effects of changes in tax laws in the period in which the new legislation is enacted. There is no further change to our assertion on maintaining a full valuation allowance against our U.S. deferred tax assets. Our gross deferred tax assets will be revalued from 35% to 21% with a corresponding offset to the valuation allowance and any potential other taxes arising due to the Tax Act will result in reductions to our net operating loss carryforward and valuation allowance. The beginning gross deferred tax asset at July 1, 2017 of approximately \$174.0 million will be revalued to approximately \$117.0 million with a corresponding decrease to our valuation allowance. We will continue to analyze the Tax Act to assess the full effects on our financial results, including disclosures, for our fiscal year ending June 30, 2018.

In accordance with SAB 118, the effects of the Tax Act may be adjusted within a one-year measurement period from the enactment date for items that were previously reported as provisional, or where a provisional estimate could not be made. Income tax provision for the three months ended March 31, 2018, did not reflect any adjustment to the previously assessed Tax Act enactment effect. We will continue to assess forthcoming guidance and accounting interpretations on the effects of the Tax Act and expects to complete our analysis within the measurement period in accordance with the guidance.

Starting in our fiscal year 2019, companies may be subject to global intangible low tax income (“GILTI”) which is a tax on foreign income in excess of a deemed return on tangible assets of foreign corporations as well as the new base erosion anti-abuse tax (“BEAT”) under the Tax Act. GILTI will be effectively taxed at a tax rate of 10.5%. Due to the complexity of the GILTI tax rules, companies are allowed to make an accounting policy choice of either (1) treating taxes due on future U.S. inclusions in taxable income related to GILTI as a current-period expense when incurred or (2) factoring such amounts into a company’s measurement of its deferred taxes under the SAB 118. We have not made an election with respect to GILTI. We will continue to review the GILTI and BEAT rules to determine their applicability to us, and the impact that the rules may have on our results of operations of financial condition, as the rules become effective.

### Liquidity and Capital Resources

At March 31, 2018, we had \$70.4 million in cash and cash equivalents and \$0.9 million in short-term investments, for a total of \$71.3 million. Refer to Note 9. *Debt* to our unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for discussion of the Term Loan, the Revolving Credit Facility and our Convertible Notes outstanding as of March 31, 2018. Based on our cash and cash equivalents balance, available debt facilities, current business plan and revenue prospects, we believe that we will have sufficient cash resources and anticipated cash flows to fund our operations for at least the next 12 months. In January 2018, we sold available-for-sale investments for proceeds of \$23.9 million. In February 2018, we used the net proceeds of the Term Loan, combined with existing cash on hand, to repay the \$13.0 outstanding principal amount of our 3.50% Convertible Notes pursuant to an irrevocable net share settlement election. We also repaid the \$26.6 million outstanding principal amount of our 3.50% Series A Convertible Notes. As a result, as of March 31, 2018, we have no outstanding 3.50% Convertible Notes and 3.50% Series A Convertible Notes.

As of March 31, 2018, we had approximately \$44.7 million of cash and cash equivalents in our foreign subsidiaries. If a portion of these funds were needed for and distributed to our operations in the United States, we have included all the accumulated post-1986 foreign earnings on which U.S. income tax is currently deferred to a one-time transition tax on March 31, 2018. Based on our reasonable efforts, we believe the amount of transition tax would not be material to us. There could be additional foreign taxes that would be due depending on the country from which the funds were repatriated.

Our cash flows for the nine months ended March 31, 2018 and 2017 are summarized as follows (in thousands):

	Nine Months Ended March 31,	
	2018	2017
Net cash used in operating activities	\$ (9,555)	\$ (23,519)
Net cash provided by investing activities	19,337	19,568
Net cash used in financing activities	(24,640)	(41,424)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	2,533	(2,349)
Net decrease in cash, cash equivalents and restricted cash	<u>\$ (12,325)</u>	<u>\$ (47,724)</u>

## Cash Flows from Operating Activities

Net cash used in operating activities was \$9.6 million during the nine months ended March 31, 2018, resulting primarily from a net loss of \$22.9 million and a net change in operating assets and liabilities of \$11.4 million that was offset by non-cash items of \$24.8 million.

- Non-cash items primarily consisted of stock-based compensation expense of \$9.1 million, depreciation and amortization expense of \$7.4 million, loss on extinguishment of debt of \$3.5 million, and non-cash interest expense on debt of \$2.6 million;
- The net change in operating assets and liabilities was primarily due to an increase in inventories of \$14.6 million to support anticipated product shipments in future periods, an increase in accounts receivable of \$8.4 million due to the timing of revenue transactions, and a decrease in prepaid and other assets of \$3.9 million, due to a \$0.7 million decrease in prepaid commissions from a decline in new orders, a net \$1.5 million decrease in VAT, and a \$1.5 million decrease in tax receivables, all of which was partially offset by an increase in debt offering cost.

Net cash used in operating activities was \$23.5 million during the nine months ended March 31, 2017 and consisted of a net loss of \$24.3 million, non-cash items of \$28.3 million, and a net change in operating assets and liabilities of \$27.5 million. Non-cash items consisted primarily of depreciation and amortization expense of \$13.8 million, stock-based compensation expense of \$10.0 million and accretion of interest on debt of \$2.1 million. The significant items in the change in operating assets and liabilities include cash used resulting from increases in accounts receivable of \$28.7 million, and other current and non-current assets of \$0.9 million. These uses of cash were offset in part by an increase in accounts payable of \$8.2 million, which was offset by a decrease in deferred revenue of \$2.9 million, and other current and non-current liabilities of \$0.8 million. The increase in accounts receivable is a function of an increase in sales over the previous quarter and the timing of payments from customers.

## Cash Flows from Investing Activities

Net cash provided by investing activities was \$19.3 million for the nine months ended March 31, 2018, which was primarily generated from the \$23.9 million net sales of our short-term investments, partially offset by \$4.6 million of property and equipment purchases.

Net cash provided by investing activities was \$19.6 million for the nine months ended March 31, 2017, which primarily consisted of the sales and maturities of investments of \$38.2 million, offset by the purchases of short-term investments of \$15.0 million and purchases of property and equipment of \$3.6 million.

## Cash Flows from Financing Activities

Net cash used by financing activities during the nine months ended March 31, 2018 was \$24.6 million, which was primarily due to \$69.8 million paid to repurchase and retire our 3.50% Convertible Notes and 3.50% Series A Convertible Notes, and \$23.5 million used to pay down the Revolving Credit Facility. These expenses were offset by \$66.1 million of net debt proceeds related to the Term Loan and the 3.75% Convertible Notes and \$2.6 million in proceeds from employee stock plans.

Net cash used in financing activities during the nine months ended March 31, 2017 was \$41.4 million, which was primarily due to \$36.6 million in payments made to convertible note holders for the settlement of the 3.75% Convertible Senior Notes due August 2016, the \$5.0 million early payment on the secured term loan with Cerberus Business Finance LLC (the "Secured Loan") and installment payments of \$2.1 million on the Secured Loan. In addition, there were \$3.1 million in proceeds from employee stock plans, which was partially offset by \$0.8 million in taxes paid related to net share settlements of equity awards.

## Operating Capital and Capital Expenditure Requirements

Our future capital requirements depend on numerous factors. These factors include but are not limited to the following:

- The mechanism for our payment of our Notes;
- Revenue generated by sales of our products and service plans;
- Costs associated with our research and development, sales and marketing initiatives and manufacturing activities;
- Facilities, equipment and IT systems required to support current and future operations;
- Rate of progress and of our research and development activities;

- Costs of obtaining and maintaining FDA and other regulatory clearances of our products;
- Effects of competing technological and market developments; and
- Number and timing of acquisitions and other strategic transactions.

We believe that our current cash, cash equivalents and investments will be sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least the next 12 months. If these sources of cash, cash equivalents and investments are insufficient to satisfy our liquidity requirements, we may seek to sell additional equity or debt securities or enter into additional credit facilities. The sale of additional equity or convertible debt securities could result in dilution to our stockholders. If additional funds are raised through the issuance of debt securities, these securities could have rights senior to those associated with our common stock and could contain covenants that would restrict our operations. Additional financing may not be available at all, or in amounts or on terms acceptable to us. If we are unable to obtain this additional financing, we may be required to reduce the scope of our planned product development and marketing efforts.

### **Contractual Obligations and Commitments**

We presented our contractual obligations in our Annual Report on Form 10-K for the fiscal year ended June 30, 2017. As discussed in Note 9. *Debt* to our unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q, in December 2017, we borrowed \$40 million under the Term Loan and used a portion of the net proceeds to repay a portion of our outstanding borrowings under the Revolving Credit Facility. Additionally, in August 2017, we exchanged and repurchased approximately \$75.0 million in aggregate principal amount of the 3.50% Convertible Notes and the 3.50% Series A Convertible Notes for \$85.0 million in 3.75% Convertible Notes. In February 2018, we paid \$13.2 million in cash and issued 253,000 shares of our common stock to settle the outstanding principal amount of the 3.50% Convertible Notes, and we paid \$27.0 million in cash and issued 1,253 shares of our common stock to settle the outstanding principal amount of the 3.50% Series A Convertible Notes. Except for the change in debt obligations discussed above, there has been no material changes outside of the ordinary course of business in those obligations during the nine months ended March 31, 2018.

### **Off-Balance Sheet Arrangements**

We did not have any off-balance sheet arrangements as of March 31, 2018.

### **Critical Accounting Policies and Estimates**

The discussion and analysis of our financial condition and results of operations is based on our unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these unaudited condensed consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, as well as revenue and expenses during the reporting periods. We evaluate our estimates and judgments on an ongoing basis. We base our estimates on historical experience and on various other factors we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities. Actual results could therefore differ materially from those estimates if actual conditions differ from our assumptions.

During the three and nine months ended March 31, 2018, we considered our estimated corporate bonus accrual to be a critical accounting estimate. Our bonus accrual for each quarter is based on our performance against individual and defined corporate metrics: net revenue, adjusted EBITDA and gross orders to backlog. There have been no changes to the critical accounting policies and estimates, as discussed in Part II, Item 7 of our Annual Report on Form 10-K for the year ended June 30, 2017, which we believe are those related to revenue recognition, assessment of recoverability of goodwill and intangible assets, valuation of inventories, share-based compensation expense, income taxes, allowance for doubtful accounts and loss contingencies.

### **Concentration of Credit and Other Risks**

Our cash, cash equivalents and investments are deposited with several major financial institutions. At times, deposits in these institutions exceed the amount of insurance provided on such deposits. We have not experienced any losses in such accounts and do not believe that we are exposed to any significant risk of loss on these balances.

For the three and nine months ended March 31, 2018, there were no customers that represented 10% or more of total net revenue. For the three and nine months ended March 31, 2017, there was one customer that represented 13% of total net revenue and no customers that represented 10% or more of total net revenue, respectively. As of March 31, 2018, no customer accounted for more than 10% of our total accounts receivable. Two customers accounted for 19% and 11%, respectively, of our total accounts receivable as of June 30, 2017.

We perform ongoing credit evaluations of our customers and maintain reserves for potential credit losses. Accounts receivable are deemed past due in accordance with the contractual terms of the agreement. Accounts receivable balances are charged against the allowance for doubtful accounts once collection efforts are unsuccessful.

Single-source suppliers presently provide us with several components. In most cases, if a supplier was unable to deliver these components, we believe that we would be able to find other sources for these components subject to any regulatory qualifications, if required.

## **Revenue Recognition**

Our revenue is primarily derived from sales of CyberKnife and TomoTherapy Systems and services, which include post-contract customer support (“PCS”), installation services, training and other professional services. We record our revenue net of any value added or sales tax. In all sales arrangements, we recognize revenue when there is persuasive evidence of an arrangement, the fee is fixed or determinable, collection of the fee is reasonably assured and delivery has occurred. Payments received in advance of system shipment are recorded as customer advances and are recognized as revenue or deferred revenue upon product shipment or installation. We assess the probability of collection based on a number of factors, including past transaction history with the customer and credit-worthiness of the customer. We generally do not request collateral from our customers. If we determine that collection is not reasonably assured, we will defer the transaction fee and recognize revenue upon receipt of cash.

We frequently enter into sales arrangements that contain multiple elements or deliverables. For sale arrangements that contain multiple elements, we allocate the arrangement consideration to each element based on the relative selling price method, whereby the relative selling price of each deliverable is determined using vendor specific objective evidence (“VSOE”) of fair value, if it exists. VSOE of fair value for each element is based on our standard rates charged for the product or service when such product or service is sold separately or based upon the price established by our pricing committee when that product or service is not yet being sold separately. When we are not able to establish VSOE for all deliverables in an arrangement with multiple elements, which may be due to infrequently selling each element separately, not pricing products within a narrow range, or only having a limited sales history, we attempt to estimate the selling price of each element based on third-party evidence of selling price (“TPE”), as determined based on competitors’ or third-party vendors’ prices for similar deliverables when sold separately. When we are not able to establish selling price using VSOE or TPE, we use our best estimate of selling price (“BESP”) in our allocation of arrangement consideration. The objective of BESP is to determine the price at which we would transact a sale if the product or service were sold on a stand-alone basis. We determine BESP for a product or service by considering multiple factors including, but not limited to, pricing practices, internal costs, geographies and gross margin. The determination of BESP is made through annual analysis of our pricing practices and adjusted if necessary.

We have certain software offerings, which are not required to deliver our systems’ essential functionality and can be sold separately. We account for the separate sale of our software products in accordance with the applicable guidance for software revenue recognition. Our multiple-element arrangements may also include software deliverables that are subject to the software revenue recognition guidance; and in these cases, the revenue for these multiple-element arrangements is allocated to the software deliverable and the non-software deliverables based on the relative selling prices of all of the deliverables in the arrangement using VSOE, TPE or BESP.

We regularly review VSOE, TPE and BESP for all of our products and services. As our go-to-market strategies and other factors change, we may modify our pricing practices in the future, which may impact the selling prices of systems and services as well as VSOE, TPE and BESP of systems and services. As a result, our future revenue recognition for multiple element arrangements could differ materially from that recorded in the current period.

## *Product Revenue*

The majority of product revenue is generated from sales of CyberKnife and TomoTherapy Systems, including Radixact Systems. If we are responsible for installation, we recognize revenue after installation and acceptance of the system. Otherwise, revenue is generally recognized upon delivery, assuming all other revenue recognition criteria are met.

We could also sell our systems with PCS contracts, installation services, training, and at times, professional services. PCS contracts provide planned and corrective maintenance services, software updates, bug fixes, as well as call-center support.

We record revenue from sales of systems, product upgrades and accessories to distributors depending on the terms of the distribution agreement as well as terms and conditions executed for each sale, and once all revenue recognition criteria have been met.

Our agreements with customers and distributors for system sales generally do not contain product return rights. Certain distributor agreements include parts inventory buy-back provisions upon distributorship termination. We accrue an inventory buy-back liability when and if such distributorship termination is expected and the liability can be estimated.

#### *Service Revenue*

Service revenue is generated primarily from PCS contracts (warranty period services and post warranty services), installation services, training and professional services. Service revenue is recognized either ratably over the contractual period or when service is performed, depending on specific terms and conditions in agreements with customers.

Costs associated with service revenue are expensed when incurred, except when those costs are related to system upgrades purchased within a service contract. In those cases, the costs of such upgrades are recognized at the time the upgrade revenue is recognized.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We do not utilize derivative financial instruments, derivative commodity instruments or other market risk sensitive instruments, positions or transactions.

#### ***Foreign Currency Exchange Rate Risk***

A portion of our net sales are denominated in foreign currencies, most notably the Euro and the Japanese Yen. Future fluctuations in the value of the U.S. Dollar may affect the price competitiveness of our products outside the United States. For direct sales outside the United States, we sell in both U.S. Dollars and local currencies, which could expose us to additional foreign currency risks, including changes in currency exchange rates. Our operating expenses in countries outside the United States are payable in foreign currencies and therefore expose us to currency risk. To the extent that management can predict the timing of payments under sales contracts or for operating expenses that are denominated in foreign currencies, we may engage in hedging transactions to mitigate such risks in the future. We expect the changes in the fair value of the net foreign currency assets arising from fluctuations in foreign currency exchange rates to be materially offset by the changes in the fair value of the forward contracts. As of March 31, 2018, we had no open forward contracts and all open positions had been settled.

The purpose of these forward contracts is to minimize the risk associated with foreign exchange rate fluctuations. We have developed a foreign exchange policy to govern our forward contracts. These foreign currency forward contracts do not qualify as cash flow hedges and all changes in fair value are reported in earnings as part of other expenses, net. We have not entered any other types of derivative financial instruments for trading or speculative purpose. Our foreign currency forward contract valuation inputs are based on quoted prices and quoted pricing intervals from public data and do not involve management judgment.

#### ***Interest Rate Risk***

We maintain an investment portfolio of various holdings, types and maturities. These securities are generally classified as available for sale and consequently, are recorded on the balance sheet at fair value with unrealized gains and losses reported as a separate component of accumulated other comprehensive income. At any time, a sharp rise or decline in interest rates could have a material adverse impact on the fair value of our investment portfolio. Likewise, increases and decreases in interest rates could have a material impact on interest earnings for our portfolio. As mentioned in Note 5. *Investments* to our unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q, in January 2018, we sold all of our investments in available for sales securities. As a result, we no longer carry investments that are sensitive to interest rate risk.

Our debt obligations consist of a variety of financial instruments that expose us to interest rate risk, including, but not limited to the Credit Facilities and the Notes. The interest rates on the Notes are fixed and interest rate on the Credit Facilities are at variable rates, which are tied to a “prime rate” and LIBOR. As of March 31, 2018, borrowings under the Term Loan totaled \$40.0 million with an annual interest rate of 6.75% plus 90-day LIBOR, and borrowings under the Revolving Credit Facility totaled \$28.0 million with an annual interest rate of 4.50% plus 90-day LIBOR. If the amount outstanding under the Credit Facilities remained at this level for the next 12 months and interest rates increased or decreased by 50 basis point change, our annual interest expense would increase or decrease, respectively, approximately \$0.3 million. Refer to Note 9. *Debt* to our unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for a discussion regarding our debt obligations.

#### ***Equity Price Risk***

On August 7, 2017, we issued approximately \$85.0 million aggregate principal amount of 3.75% Convertible Notes. Upon conversion, we can settle the obligation by issuing our common stock, cash or a combination thereof at an initial conversion rate equal to 174.8252 shares of common stock per \$1,000 principal amount of the 3.75% Convertible Notes, which is equivalent to a conversion price of approximately \$5.72 per share of common stock, subject to adjustment. There is no equity price risk if the share price of our common stock is below \$5.72 upon conversion of the 3.75% Convertible Notes. For every \$1 that the share price of our common stock exceeds \$5.72, we expect to issue an additional \$14.9 million in cash or shares of our common stock, or a combination thereof, if all of the 3.75% Convertible Notes are converted.

#### **Item 4. Controls and Procedures**

##### **Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosure.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of March 31, 2018. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of March 31, 2018 our disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

##### *Changes in Internal Control Over Financial Reporting*

During the three months ended March 31, 2018, there was no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

##### *Inherent Limitations of Internal Control Over Financial Reporting*

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and in reaching a reasonable level of assurance, management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.



## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

The information set forth in Note 8. *Commitments and Contingencies—Litigation*, to our unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q is incorporated herein by reference.

### Item 1A. Risk Factors.

A description of the risk factors associated with our business is included under “Risk Factors” contained in Part I, Item 1A of our Annual Report on Form 10-K for the year ended June 30, 2017. The descriptions below include material changes to the risk factors affecting our business that were previously disclosed in such filing. Any risk factor included below supersedes the description of the relevant risk factor in such filing. Other than the items discussed below, there have been no material changes in our risk factors since such filing.

***Our ability to achieve profitability depends in part on maintaining or increasing our gross margins on product sales and services, which we may not be able to achieve.***

As of March 31, 2018, we had an accumulated deficit of \$473.3 million. We may incur net losses in the future, particularly as we improve our selling and marketing activities. Our ability to achieve and sustain long-term profitability is largely dependent on our ability to successfully market and sell the CyberKnife and TomoTherapy Systems, maintaining or increasing our gross margins, controlling our costs and effectively managing our growth. We cannot assure you that we will be able to achieve profitability. In the event we fail to achieve profitability, our stock price could decline.

A number of factors may adversely impact our gross margins on product sales and services, including:

- lower than expected manufacturing yields of high cost components leading to increased manufacturing costs;
- low production volume, which will result in high levels of overhead cost per unit of production;
- the timing of revenue recognition and revenue deferrals;
- increased material or labor costs;
- increased service or warranty costs or the failure to reduce service or warranty costs;
- increased price competition;
- variation in the margins across products installed in a particular period; and
- how well we execute on our strategic and operating plans.

If we are unable to maintain or increase our gross margins on product sales and services, our results of operations could be adversely impacted, we may not achieve profitability and our stock price could decline.

***Our operating results, including our quarterly orders, revenues and margins fluctuate from quarter to quarter and may be unpredictable, which may result in a decline in our stock price.***

We have experienced and expect in the future to experience fluctuations in our operating results, including gross orders, revenue and margins, from period to period. Drivers of orders include the introduction and timing of new product or product enhancement announcements by us and our competitors, as well as changes or anticipated changes in third-party reimbursement amounts or policies applicable to treatments using our products. The availability of economic stimulus packages or other government funding, or reductions thereof, may also affect timing of customer purchases. Our products have a high unit price and require significant capital expenditures by our customers. Accordingly, we experience long sales and implementation cycles, which is of greater concern during the current volatile economic environment where we have had customers delaying or cancelling orders. When orders are placed, installation, delivery or shipping, as applicable, is accomplished and the revenue recognized affect our quarterly results. Further, because of the high unit price of the CyberKnife and TomoTherapy Systems and the relatively small number of units sold or installed each quarter, each sale or installation of a CyberKnife or TomoTherapy System can represent a significant percentage of our net orders, backlog or revenue for a particular quarter.

Once orders are received and booked into backlog, factors that may affect whether these orders become revenue (or are cancelled or deemed aged-out and reflected as a reduction in net orders) and the timing of revenue include:

- economic or political instability in foreign countries;
- delays in the customer obtaining funding or financing;
- delays in construction at the customer site and delays in installation;
- delays in the customer obtaining receipt of local or foreign regulatory approvals such as certificates of need in certain states or Class A user licenses in China;
- timing of when we are able to recognize revenue associated with sales of the CyberKnife and TomoTherapy Systems, which varies depending upon the terms of the applicable sales and service contracts; and
- the proportion of revenue attributable to orders placed by our distributors, which may be more difficult to forecast due to factors outside our control.

Our operating results may also be affected by a number of other factors some of which are outside of our control, including:

- the proportion of revenue attributable to our legacy service plans;
- timing and level of expenditures associated with new product development activities;
- regulatory requirements in some states for a certificate of need prior to the installation of a radiation device or foreign regulatory approvals, such as Class A user licenses in China;
- delays in shipment, for example, due to unanticipated construction delays at customer locations where our products are to be installed, cancellations by customers, natural disasters or labor disturbances;
- delays in our manufacturing processes or unexpected manufacturing difficulties
- the timing of the announcement, introduction and delivery of new products or product upgrades by us and by our competitors;
- timing and level of expenditures associated with expansion of sales and marketing activities such as trade shows and our overall operations; and
- fluctuations in our gross margins and the factors that contribute to such fluctuations.

Because many of our operating expenses are based on anticipated sales and a high percentage of these expenses are fixed for the short term, a small variation in the timing of revenue recognition can cause significant variations in operating results from quarter to quarter. Our overall gross margins are impacted by a number of factors described in our risk factor entitled “Our ability to achieve profitability depends in part on maintaining or increasing our gross margins on product sales and services, which we may not be able to achieve.” If our financial results fall below the expectation of securities analysts and investors, the trading price of our common stock would almost certainly decline.

We report on a quarterly and annual basis our orders and backlog. Unlike revenue, orders and backlog are not defined by U.S. GAAP, and are not within the scope of the audit conducted by our independent registered public accounting firm. Also, for the reasons discussed in Management’s Discussion and Analysis of Financial Condition and Results of Operations, our orders and backlog cannot necessarily be relied upon as accurate predictors of future revenue. Order cancellation or significant delays in installation date will reduce our backlog and future revenues, and we cannot predict if or when orders will mature into revenue. Particularly high levels of cancellations or age-outs in one or more periods may cause our revenue and gross margins to decline in current or future periods and will make it difficult to compare our operating results from quarter to quarter.

***As a strategy to assist our sales efforts, we may offer extended payment terms, which may potentially result in higher Days Sales Outstanding and greater payment defaults.***

We offer longer or extended payment terms for qualified customers in some circumstances. As of March 31, 2018, customer contracts with extended payment terms of more than one year amounted to approximately 9% of our total accounts receivable balance. While we qualify customers to whom we offer longer or extended payment terms, their financial positions may change adversely over the longer time period given for payment. This may result in an increase in payment defaults, which would affect our revenue, as we recognize revenue on such transactions on a cash basis.

***Our liquidity could be adversely impacted by adverse conditions in the financial markets.***

At March 31, 2018, we had \$70.4 million in cash and cash equivalents and \$0.9 million in investments. The available cash and cash equivalents are held in accounts managed by third-party financial institutions and consist of cash in our operating accounts and cash invested in money market funds. The investments are managed by third-party financial institutions and primarily consist of U.S. agency and corporate debt securities. To date, we have experienced no material realized losses on or lack of access to our invested cash, cash equivalents or investments; however, we can provide no assurances that access to our invested cash and cash equivalents will not be impacted by adverse conditions in the financial markets.

At any point in time, we also have funds in our operating accounts that are with third-party financial institutions that exceed the Federal Deposit Insurance Corporation (FDIC) insurance limits. While we monitor daily the cash balances in our operating accounts and adjust the cash balances as appropriate, these cash balances could be impacted if the underlying financial institutions fail or become subject to other adverse conditions in the financial markets. To date, we have experienced no loss or lack of access to cash in our operating accounts.

***We have outstanding indebtedness in the form of our 3.75% Convertible Notes, Revolving Credit Facility and Term Loan and may incur other debt in the future, which may adversely affect our financial condition and future financial results.***

In August 2017, we issued \$85.0 million aggregate principal amount of our 3.75% Convertible Senior Notes due 2022 (the “3.75% Convertible Notes”). As our debt matures, we anticipate having to expend significant resources to either repay or refinance the 3.75% Convertible Notes. For example, in August 2017, in connection with the issuance of the 3.75% Convertible Notes, we (i) exchanged approximately \$47.0 million aggregate principal amount of our then-outstanding 3.50% Convertible Senior Notes due 2018 and 3.50% Series A Convertible Senior Notes due 2018 (collectively, the “3.50% Convertible Notes”) for \$53.0 million aggregate principal amount of 3.75% Convertible Notes and (ii) repurchased approximately \$28.0 million of 3.50% Convertible Notes. If we decide to refinance the 3.75% Convertible Notes in the future, we may be required to do so on different or less favorable terms or we may be unable to refinance the 3.75% Convertible Notes at all, both of which may adversely affect our financial condition.

In June 2017, we entered into a credit and security agreement that provided us with an initial revolving credit facility (the “Revolving Credit Facility”) of \$52.0 million, which was amended in December 2017 to reduce the Revolving Credit Facility to \$32.0 million. In December 2017, we also entered into a credit and security agreement that provides for an initial term loan of \$40.0 million with an additional tranche of \$20.0 million available if specified conditions are met on or prior to December 31, 2018 (the “Term Loan” and, together with the Revolving Credit Facility, the “Credit Facilities”).

As of March 31, 2018, we had total consolidated liabilities of approximately \$342.5 million; including long-term liability components of the 3.75% Convertible Notes of \$68.6 million, and the Revolving Credit Facility of \$28.0 million and the Term Loan of \$37.7 million. Our existing and future levels of indebtedness could have important consequences to stockholders and note holders and may adversely affect our financial conditions and future financial results by, among other things:

- affecting our ability to satisfy our obligations under the Convertible Notes and Credit Facilities;
- requiring a substantial portion of our cash flows from operations will have to be dedicated to interest and principal payments and may not be available for operations, working capital, capital expenditures, expansion, acquisitions or general corporate or other purposes;
- impairing our ability to obtain additional financing in the future;
- limiting our flexibility in planning for, or reacting to, changes in our business and industry; and
- increasing our vulnerability to downturns in our business, our industry or the economy in general.

The credit and security agreements governing the Credit Facilities also includes certain restrictive covenants that limit, among other things, the ability of the Company and its subsidiaries to (i) incur indebtedness, (ii) incur liens on their property, (iii) pay dividends or make other distributions, (iv) sell their assets, (v) make certain loans or investments, (vi) merge or consolidate, (vii) voluntarily repay or prepay certain indebtedness and (viii) enter into transactions with affiliates, in each case subject to certain exceptions. In addition, the such agreements require us to meet certain financial covenants, including a “Fixed Charge Coverage Ratio” and minimum consolidated “Net Revenue,” both as defined in the applicable credit and security agreement governing the Credit Facilities. These restrictions could adversely affect our ability to finance our future operations or capital needs, withstand a future downturn in our business or the economy in general, engage in business activities, including future opportunities that may be in our interest, and plan for or react to market conditions or otherwise execute our business strategies. Our ability to comply with the covenants and other terms governing the Credit Facilities will depend in part on our future operating performance. If we fail to comply with such covenants and terms, we may be in default and the maturity of the related debt could be accelerated and become immediately due and payable. In addition, because our assets are pledged as a security under the Credit Facilities, if we are not able to cure any default or repay outstanding borrowings, our assets are subject to the risk of foreclosure by our lenders. From time to time to we may not be in compliance with such covenants or other terms governing the Credit Facilities and we may be required to obtain waivers or amendments to the applicable credit and security agreement from our lenders in order to maintain compliance and there can be no certainty that any such waiver or amendment will be available, or what the cost of such waiver or amendment, if obtained, would be. If we are unable to obtain necessary waivers and the debt under such credit facility is accelerated, we would be required to obtain replacement financing at prevailing market rates. Additionally, a default on indebtedness could result in a default under the terms of the indentures governing our 3.75% Convertible Notes. There is no guarantee that we would be able to satisfy our obligations if any of our indebtedness is accelerated.

***Our ability to raise capital in the future may be limited, and our failure to raise capital when needed could prevent us from executing our growth strategy.***

While we believe that our existing cash, cash equivalents and investments will be sufficient to meet our anticipated cash needs for at least the next twelve months, the timing and amount of our working capital and capital expenditure requirements may vary significantly depending on numerous factors, including the other risk factors described in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the year ended June 30, 2017.

If our capital resources are insufficient to satisfy our liquidity requirements, we may seek to sell additional equity securities or debt securities or obtain other debt financing, which could be difficult or impossible in the current economic and capital markets environments. If we are unable to access capital on satisfactory terms and conditions, we may not be able to expand our business or meet our payment requirements under the Credit Facilities. Our ability to obtain new or additional financing will depend on a variety of factors, many of which are beyond our control. We may not be able to obtain new or additional financing because we have substantial debt or because we may not have sufficient cash flow to service or repay our existing or future debt. The sale of additional equity securities or convertible debt securities would result in additional dilution to our stockholders. In addition, depending on market conditions and our financial performance, neither debt nor equity financing may be available in amounts or on terms acceptable to us, if at all.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

Exhibit No.	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
31.1	<a href="#">Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended</a>	—	—	—	—	X
31.2	<a href="#">Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended</a>	—	—	—	—	X
32.1*	<a href="#">Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. 1350</a>	—	—	—	—	X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Schema Document					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					X

\* The certification attached as Exhibit 32.1 that accompanies this Quarterly Report on Form 10-Q is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Accuray Incorporated under the Securities Act or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

SIGNATURES

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

ACCURAY INCORPORATED

Date: May 2, 2018

By: /s/ Joshua H. Levine

Joshua H. Levine  
President and Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Kevin M. Waters

Kevin M. Waters  
Senior Vice President, Chief Financial Officer  
(Principal Financial Officer)

**Certification**

I, Joshua H. Levine, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Accuray Incorporated, a Delaware corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2018

/s/ Joshua H. Levine

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Joshua H. Levine  
President and Chief Executive Officer  
(Principal Executive Officer)



**Certification**

I, Kevin M. Waters, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Accuray Incorporated, a Delaware corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2018

/s/ Kevin M. Waters

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Kevin M. Waters

Senior Vice President, Chief Financial Officer  
(Principal Financial Officer)

**Certification of Chief Executive Officer and Chief Financial Officer**

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of Accuray Incorporated, a Delaware corporation (the “*Company*”) hereby certify, to such officers’ knowledge, that:

(i) the accompanying Quarterly Report on Form 10-Q of the Company for the nine months ended March 31, 2018 (the “*Report*”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 2, 2018

/s/ Joshua H. Levine

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Joshua H. Levine  
President and Chief Executive Officer  
(Principal Executive Officer)

/s/ Kevin M. Waters

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Kevin M. Waters  
Senior Vice President, Chief Financial Officer  
(Principal Financial Officer)

