

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **January 1, 2015**

**ACCURAY INCORPORATED**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-33301**

(Commission File Number)

**20-8370041**

(IRS Employer Identification No.)

**1310 Chesapeake Terrace  
Sunnyvale, California 94089**

(Address of principal executive offices, including Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

(e) Compensatory Arrangements of Certain Officers.

The Board of Directors of Accuray Incorporated (the "Company") or its delegated committee generally reviews the terms of the Company's employment agreements with its executive officers every two years and, if applicable, authorizes the Company to enter into new employment agreements with such officers. On January 1, 2015, the Company entered into new employment agreements (each, an "Employment Agreement," and collectively, the "Employment Agreements") with each of Joshua H. Levine, Gregory Lichtwardt, Kelly Londy and Alaleh Nouri (each, an "Executive Officer"), which amended and restated in its entirety each of the employment agreements previously entered into between the Company and each such Executive Officer.

Each Employment Agreement is for a three-year term that begins on January 1, 2015 and automatically renews for successive three-year terms unless the Company or the applicable Executive Officer provides timely notice of non-renewal. Each Employment Agreement sets forth the applicable Executive Officer's title and salary, as well as the target annual incentive bonus that such Executive Officer is eligible to receive under the Company's Performance Bonus Plan, which is based on the attainment of certain performance criteria established and evaluated by the Company. The table below shows each Executive Officer's title, salary and target annual bonus (shown as a percentage of base salary actually earned, which will be calculated in accordance with the Company's Performance Bonus Plan) under such Executive Officer's Employment Agreement:

<u>Executive Officer</u>	<u>Title</u>	<u>Base Salary</u>	<u>Bonus Percentage</u>
Joshua H. Levine	President and Chief Executive Officer	\$ 665,000	120%
Gregory Lichtwardt	Executive Vice President, Operations, and Chief Financial Officer	\$ 400,000	70%
Kelly Londy	Executive Vice President and Chief Commercial Officer	\$ 400,000	70%
Alaleh Nouri	Senior Vice President, General Counsel and Corporate Secretary	\$ 275,000	50%

