

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): **August 17, 2021**

ACCURAY INCORPORATED

(Exact name of registrant as specified in 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	ARAY	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

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.

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

(d) Effective August 17, 2021, the Board of Directors (the “Board”) of Accuray Incorporated (“Company”) appointed Ms. Mika Nishimura as a Class II member of the Company’s Board in order to fill a vacancy on the Board. Ms. Nishimura is expected to stand for re-election at Company’s 2023 Annual Meeting of Stockholders, when her Class II term will expire.

In connection with her appointment, Ms. Nishimura will receive the same cash and equity compensation for service on the Board that was approved by the Board. Cash compensation for her Board service is an annual cash retainer of \$52,500.

Ms. Nishimura’s equity compensation is as follows: (1) in connection with her initial appointment to the Board, a restricted stock unit (“RSU”) grant for that number of shares of the Company’s common stock equal to \$150,000 divided by the fair market value of one share of common stock on the grant date, prorated for the months of service between Ms. Nishimura’s appointment to the Board and the Company’s next Annual Meeting of Stockholders, with full vesting on the one-year anniversary of the Company’s 2020 Annual Meeting of Stockholders, subject to Ms. Nishimura’s continued service (the “Initial RSU Grant”); and (2) annually, on the last day of the month in which the Company’s Annual Meeting of Stockholders is held, an RSU grant for the number of shares of the Company’s common stock equal to \$150,000 divided by the fair market value of one share of common stock on the grant date, with full vesting on the one-year anniversary of the Annual Meeting of Stockholders to which the grant relates, subject to Ms. Nishimura’s continued service (the “Annual RSU Grant”). Vesting of all RSUs subject to the Initial RSU Grant and any Annual RSU Grant thereafter accelerate in full in the event of a change in control of the Company.

There are no arrangements or understandings between Ms. Nishimura and the Company pursuant to which Ms. Nishimura was appointed as a director. In addition, there are no related party transactions involving the Company and Ms. Nishimura that are reportable pursuant to Item 404(a) of Regulation S-K under the Securities Act of 1933, as amended (the “Securities Act”).

Item 7.01. Regulation FD Disclosure.

On August 23, 2021, the Company issued a press release regarding the appointment of Ms. Nishimura to the Board. A copy of this press release is included as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Item 7.01 disclosure, including Exhibit 99.1, is furnished pursuant to Item 7.01 and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into a filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated August 23, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

ACCURAY INCORPORATED

Dated: August 23, 2021

By: _____ /s/ Jesse Chew
Jesse Chew
Senior Vice President & General Counsel



Mika Nishimura Joins Accuray Board of Directors

SUNNYVALE, Calif., August 23, 2021 – Accuray Incorporated (NASDAQ: ARAY) announced today the appointment of Mika Nishimura to the company’s Board of Directors, effective as of August 17, 2021. With Ms. Nishimura’s appointment, the Accuray Board will consist of nine members. Ms. Nishimura also currently serves as an Independent Director on the Boards of SI-BONE, Inc., and MobileODT, and as a Board advisor to Tristel, plc. A commercial business executive with more than 25 years of global medical device industry experience, Ms. Nishimura has deep product commercialization experience across a broad range of innovative medical technologies.

For the last 10 years, Ms. Nishimura has been an Operational Partner with Gilde Healthcare Partners, a life-science focused venture fund, where she has been an integral member of the investment team and contributed to the fund’s success with over 12 company exit events. In her most recent executive position, Ms. Nishimura was Vice President, Commercialization at nVision Medical Corporation, a pre-commercial stage company focused on gynecologic oncology which was acquired by Boston Scientific Corporation. During her tenure with nVision, she was responsible for leading all aspects of commercial strategy in addition to acting as a key contributor to clinical strategy and business operations. Previously, Ms. Nishimura was Vice President, Commercial Development at Auxogyn Incorporated, where she created the vision for and successfully executed the commercialization strategy for a first of its kind AI-based embryo assessment technology.

“Mika’s background makes her an ideal candidate for the Accuray Board of Directors as the company continues to introduce new innovative technology to drive our strategic growth agenda. She is an experienced medical device executive who has a track record of value creation in both management as well as governance roles. We are excited to have Mika joining the Accuray board and look forward to the impact she will have,” said Joshua H. Levine, Chief Executive Officer of Accuray.

“As a volunteer Board member for a California non-profit cancer organization and a former executive with a company focused on gynecologic cancer, I understand the impact that the right treatment option can have on a patient’s life. I’m really pleased about the opportunity to join the Accuray Board and help the company increase access to its potentially life-saving radiation therapy solutions,” said Mika Nishimura.

About Accuray

Accuray is committed to expanding the powerful potential of radiation therapy to improve as many lives as possible. We invent unique, market-changing solutions that are designed to deliver radiation treatments for even the most complex cases—while making commonly treatable cases even easier—to meet the full spectrum of patient needs. We are dedicated to continuous innovation in radiation therapy for oncology, neuro-radiosurgery, and beyond, as we partner with clinicians and administrators, empowering them to help patients get back to their lives, faster. Accuray is headquartered in Sunnyvale, California, with facilities worldwide. To learn more, visit www.accuray.com or follow us on [Facebook](#), [LinkedIn](#), [Twitter](#), and [YouTube](#).

###

Investor Contact:

Joe Diaz
Investor Relations, Lytham Partners
+1 (602) 889-9700
diaz@lythampartners.com

Media Contact:

Beth Kaplan
Accuray
+1 (408) 789-4426
bkaplan@accuray.com