
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **April 27, 2021**

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))

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 2.02. Results of Operations and Financial Condition.

Due to a clerical error, an incorrect version of the press release issued by Accuray Incorporated (the “Company”) on April 27, 2021 announcing the Company’s financial results for the third fiscal quarter ended March 31, 2021 was filed on the original Current Report on Form 8-K. A corrected copy of the press release is furnished as Exhibit 99.1 to this amended Current Report and is incorporated herein by reference.

The foregoing information (including the exhibit hereto) is being furnished under “Item 2.02 Results of Operations and Financial Condition” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Corrected press release dated April 27, 2021, titled “Accuray Reports Fiscal 2021 Third Quarter Financial Results”</u>
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: April 27, 2021

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



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Accuray Reports Third Quarter Fiscal 2021 Financial Results

SUNNYVALE, Calif., April 27, 2021 — Accuray Incorporated (NASDAQ: ARAY) today reported its financial results for the third quarter of fiscal 2021 ended March 31, 2021.

Third Quarter Fiscal 2021 Summary

- Net revenue of \$102.6 million including \$24.9 million of system revenue in China
- Gross orders of \$87.4 million, an increase of 16 percent from the second quarter of fiscal 2021
- GAAP operating income of \$4.4 million, GAAP net loss of \$0.4 million, and Adjusted EBITDA of \$8.7 million
- Received Shonin regulatory approval in Japan for ClearRT™ Helical kVCT Imaging for the Radixact® System

“Our third quarter performance continues to reflect the positive momentum our business is making despite the headwinds created by the COVID-19 environment”, said Josh Levine, President and CEO of Accuray. “Highlights from our third quarter performance include the continued ramp of China Type A system revenue, excellent progress in the phased introduction of ClearRT Helical kVCT Imaging platform for the Radixact System including regulatory approval in Japan and the continued adoption of our latest innovations like Synchrony real-time motion tracking and delivery adaptation on Radixact and our latest generation Cyberknife S7 system. Additionally, as announced yesterday, we are very excited to have Dr. Jean-Phillipe Pignol join us as Chief Medical and Technology Officer as we continue to build out our executive leadership team.”

Fiscal Third Quarter Results

Gross orders totaled \$87.4 million compared to \$106.0 million for the same prior fiscal year period. Backlog as of March 31, 2021 was \$610.8 million, an increase of 7 percent compared to \$569.9 million for the same prior fiscal year period.

Total net revenue was \$102.6 million compared to \$99.5 million in the same prior fiscal year period. Product revenue totaled \$47.4 million compared to \$45.5 million in the same prior fiscal year period, while service revenue totaled \$55.1 million compared to \$54.0 million in the same prior fiscal year period.

Total gross profit for the fiscal 2021 third quarter was \$39.5 million, or 38.5 percent of net revenue, comprised of product gross margin of 41.6 percent of product revenue and service gross margin of 35.9 percent of service revenue. This compares to total gross profit of \$39.1 million, or 39.3 percent of net revenue, comprised of product gross margin of 39.4 percent of product revenue and service gross margin of 39.2 percent of service revenue in the same prior fiscal year third quarter.

Operating expenses were \$35.1 million, an increase of 13 percent compared to \$31.2 million in the same prior fiscal year third quarter.

Net loss was \$0.4 million, or \$0 per share, compared to a net income of \$2.6 million, or \$0.3 per share, in the same prior fiscal year period.

Adjusted EBITDA for the third fiscal quarter of 2021 was \$8.7 million compared to \$11.3 million in the same prior fiscal year period.

Cash, cash equivalents and short-term restricted cash were \$130.1 million as of March 31, 2021 compared with \$116.0 million as of December 31, 2020.

Fiscal Nine Months Results

For the nine months ended March 31, 2021, gross orders totaled \$213.3 million compared to \$283.0 million in the same prior fiscal year period. Ending product backlog was \$610.8 million, approximately 7 percent higher than backlog at the end of the prior fiscal year third quarter.

Total net revenue for the nine months ended March 31, 2021 was \$285.4 million compared to \$288.0 million in the same prior fiscal year period. Product revenue for the nine months ended March 31, 2021 totaled \$120.5 million compared to \$126.9 million, while service revenue totaled \$164.9 million compared to \$161.1 million in the same prior fiscal year period.

Total gross profit for the nine months ended March 31, 2021 was \$115.8 million, or 40.6 percent of net revenue, comprised of product gross margin of 42.6 percent of product revenue and service gross margin of 39.1 percent of service revenue. This compares to total gross profit of \$110.0 million, or 38.2 percent of net revenue, comprised of product gross margin of 41.9 percent of product revenue and service gross margin of 35.2 percent of service revenue in the same prior fiscal year period.

Operating expenses for the nine months ended March 31, 2021 were \$97.7 million, a decrease of 5 percent compared with \$102.7 million in the same prior fiscal year period.

Net income was \$4.8 million, or \$0.05 per share, for the nine months ended March 31, 2021, compared to net income of \$4.0 million, or \$0.04 per share, in the same prior fiscal year period. The prior year nine month period ended March 31, 2020 included a non-cash, one-off gain of \$13.0 million related to the value of the Company's capital contribution to the Company's China joint venture. The gain was recorded as non-operating, other income in the prior fiscal year second quarter.

Adjusted EBITDA for the nine months ended March 31, 2021 was \$31.3 million, compared to \$17.4 million in the prior fiscal year period, which excludes the non-cash, one-off gain related to the Company's capital contribution to the China joint venture recorded in the prior fiscal year second quarter.

Financial Guidance

The impact of the COVID-19 pandemic on Accuray's fiscal 2021 results remains uncertain. Given the continued evolution of the COVID-19 pandemic and the uncertainty surrounding its impact on the global economy and the healthcare industry, Accuray believes it is prudent to refrain from providing financial guidance for fiscal year 2021.

Conference Call Information

Accuray will host a conference call beginning at 1:30 p.m. PT/4:30 p.m. ET today to discuss results for the third quarter of fiscal 2021 as well as recent corporate developments. Conference call dial-in information is as follows:

- U.S. callers: (833) 316-0563
- International callers: (412) 317-5747

Individuals interested in listening to the live conference call via the Internet may do so by logging on to the Investor Relations section of Accuray's website, www accuray.com.

In addition, a taped replay of the conference call will be available beginning approximately one hour after the call's conclusion and will be available for seven days. The replay number is (877) 344-7529 (USA), or (412) 317-0088 (International), Conference ID: 10154473. An archived webcast will also be available at Accuray's website until Accuray announces its results for the fourth quarter of fiscal 2021.

Use of Non-GAAP Financial Measures

Accuray has supplemented its GAAP net income (loss) with a non-GAAP measure of adjusted earnings before interest, taxes, depreciation, amortization, gain on contribution to equity method investment in joint venture and stock-based compensation (“adjusted EBITDA”). Management believes that this non-GAAP financial measure provides useful supplemental information to management and investors regarding the performance of the Company and facilitates a meaningful comparison of results for current periods with previous operating results. A reconciliation of GAAP net income (the most directly comparable GAAP measure) to non-GAAP adjusted EBITDA is provided in the schedules below.

There are limitations in using non-GAAP financial measures because they are not prepared in accordance with GAAP and may be different from non-GAAP financial measures used by other companies. These non-GAAP financial measures should not be considered in isolation or as a substitute for GAAP financial measures. Investors and potential investors should consider non-GAAP financial measures only in conjunction with the Company’s consolidated financial statements prepared in accordance with GAAP.

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.

Safe Harbor Statement

Statements made in this press release that are not statements of historical fact are forward-looking statements and are subject to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements in this press release relate, but are not limited, to the Company's future results of operations, including expectations regarding operating expense, gross orders, order volume and age-outs; expectations regarding the effect of the COVID-19 pandemic on the Company; expectations regarding future sales in China; expectations regarding the Company’s China joint venture, including the timing of and ability to drive revenue conversion and introduce a Type B product to the market in China as well as the operating impact of the joint venture on the Company’s income statement; expectations regarding the Company’s product innovations and developments, including expectations related to future regulatory approvals; expectations regarding the Company’s product portfolio, the clinical impact and value proposition of those products on our customers, and market adoption of such products, including with respect to the Company’s Synchrony on Radixact, CyberKnife S7 System and Clear RT Helical kVCT Imaging upgrades as well as other strategic product innovations; expectations regarding the commercial launch of Clear RT Helical kVCT Imaging; expectations regarding the Company’s catalysts for long-term growth; expectations regarding the executive leadership team and its ability to execute the Company’s strategic growth; expectations regarding the future of radiotherapy treatment; and the Company's leadership position in radiation oncology innovation and technologies. These forward-looking statements involve risks and uncertainties. If any of these risk or uncertainties materialize, or if any of the Company's assumptions prove incorrect, actual results could differ materially from the results express or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, the effect of the COVID-19 pandemic on the operations of the Company and those of its customers and suppliers; the Company's ability to achieve widespread market acceptance of its products, including new product and software offerings; the Company’s ability to develop new products or enhance existing products to meet customers’ needs and compete favorably in the market, the Company’s ability to effectively integrate and execute the joint venture, the Company’s ability to realize the expected benefits of the joint venture; the ability of customers in China to obtain Class A or B user licenses to purchase radiotherapy systems; risks inherent in international operations; the Company's ability to effectively manage its growth; the Company's ability to maintain or increase its gross margins on product sales and services; delays in regulatory approvals or the development or release of new offerings; the Company's ability to meet the covenants under its credit facilities; the Company's ability to convert backlog to revenue; and such other risks identified under the heading "Risk Factors" in the Company's Quarterly

Report on Form 10-Q, filed with the Securities and Exchange Commission (the "SEC") on February 1, 2021 and as updated periodically with the Company's other filings with the SEC.

Forward-looking statements speak only as of the date the statements are made and are based on information available to the Company at the time those statements are made and/or management's good faith belief as of that time with respect to future events. The Company assumes 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 put undue reliance on any forward-looking statements.

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Financial Tables to Follow

Accuray Incorporated
Condensed Consolidated Statements of Operations
(in thousands, except per share data)
(Unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2021	2020	2021	2020
Gross Orders	\$ 87,365	\$ 105,959	\$ 213,258	\$ 283,002
Net Orders	62,826	76,652	128,843	205,537
Order Backlog	610,795	569,901	610,795	569,901
Net revenue:				
Products	\$ 47,439	\$ 45,527	\$ 120,502	\$ 126,892
Services	55,123	54,021	164,851	161,059
Total net revenue	102,562	99,548	285,353	287,951
Cost of revenue:				
Cost of products	27,709	27,573	69,237	73,661
Cost of services	35,311	32,842	100,340	104,314
Total cost of revenue	63,020	60,415	169,577	177,975
Gross profit	39,542	39,133	115,776	109,976
Operating expenses:				
Research and development	13,268	11,164	37,372	37,569
Selling and marketing	10,567	11,106	29,813	35,699
General and administrative	11,281	8,894	30,498	29,396
Total operating expenses	35,116	31,164	97,683	102,664
Income from operations	4,426	7,969	18,093	7,312
Income (loss) on equity investment, net	(68)	222	1,021	222
Other income (expense), net	(4,027)	(5,281)	(12,981)	(1,954)
Income before provision for income taxes	331	2,910	6,133	5,580
Provision for income taxes	721	285	1,352	1,601
Net income (loss)	\$ (390)	\$ 2,625	\$ 4,781	\$ 3,979
Net income (loss) per share - basic	\$ (0.00)	\$ 0.03	\$ 0.05	\$ 0.04
Net income (loss) per share - diluted	\$ (0.00)	\$ 0.03	\$ 0.05	\$ 0.04
Weighted average common shares used in computing income (loss) per share:				
Basic	93,123	90,476	92,106	89,585
Diluted	93,123	90,855	93,422	90,429

Accuray Incorporated
Condensed Consolidated Balance Sheets
(in thousands)
(Unaudited)

	March 31, 2021	June 30, 2020
Assets		
Current assets:		
Cash and cash equivalents	\$ 126,335	\$ 107,577
Restricted cash	3,811	997
Accounts receivable, net	69,914	90,599
Inventories	136,854	134,374
Prepaid expenses and other current assets	21,030	21,227
Deferred cost of revenue	1,440	2,712
Total current assets	359,384	357,486
Property and equipment, net	12,327	15,349
Investment in joint venture	16,579	13,929
Goodwill	57,909	57,717
Intangible assets, net	492	663
Operating lease right-of-use assets	24,066	28,647
Other assets	16,069	17,136
Total assets	\$ 486,826	\$ 490,927
Liabilities and equity		
Current liabilities:		
Accounts payable	\$ 17,869	\$ 23,126
Accrued compensation	21,217	17,963
Operating lease liabilities, current	8,455	8,224
Other accrued liabilities	22,745	27,180
Customer advances	23,231	22,571
Deferred revenue	80,677	83,207
Short-term debt	18,942	—
Total current liabilities	193,136	182,271
Long-term other liabilities	8,950	7,416
Deferred revenue	23,212	24,125
Operating lease liabilities, non-current	18,888	24,173
Long-term debt	164,090	189,307
Total liabilities	408,276	427,292
Equity:		
Common stock	93	91
Additional paid-in capital	554,673	545,741
Accumulated other comprehensive income (loss)	716	(484)
Accumulated deficit	(476,932)	(481,713)
Total equity	78,550	63,635
Total liabilities and equity	\$ 486,826	\$ 490,927

Accuray Incorporated
Reconciliation of GAAP Net Income (Loss) to Adjusted Earnings Before Interest, Taxes, Depreciation,
Amortization and Stock-Based Compensation (Adjusted EBITDA)

(in thousands)
(Unaudited)

	Three Months Ended		Nine Months Ended	
	March 31,		March 31,	
	2021	2020	2021	2020
GAAP net income (loss)	\$ (390)	\$ 2,625	\$ 4,781	\$ 3,979
Depreciation and amortization	1,577	1,869	4,890	5,566
Stock-based compensation	2,489	2,016	7,097	5,865
Interest expense, net	4,320	4,513	13,143	13,396
Gain on contribution to equity method investment in joint venture (a)	—	—	—	(12,965)
Provision for income taxes	721	285	1,352	1,601
Adjusted EBITDA	<u>\$ 8,717</u>	<u>\$ 11,308</u>	<u>\$ 31,263</u>	<u>\$ 17,442</u>

(a) Consists of non-cash gain related to the value of the Company's capital contribution to the China joint venture.