SEC Form 4

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person				uer Name and Tick	0	Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Hoge Michae	<u>21</u>		1		[mun]			Director	10% 0	Owner		
(Last)	(First)	(Middle)	3. Da	te of Earliest Transa	action (Month/	Day/Year)	X	Officer (give title below)	Other below	(specify /)		
	EAKE TERRACE		09/3	0/2021				Senior VP Gl	obal Operatio	ons		
(Street)			4. If A	Amendment, Date of	Original Filed	(Month/Day/Year)	6. Indiv Line)	idual or Joint/Grou	ıp Filing (Check	Applicable		
SUNNYVALE	CA	94089					X	Form filed by On	e Reporting Per	rson		
(City)	(State)	(Zip)						Form filed by Mo Person	ore than One Re	porting		
	. ,											
	Tab	le I - Non-Deriva	ative S	Securities Acq	uired, Disp	oosed of, or Benef	icially	Owned				
	(In str. 2)	2 Tranca	otion	24 Deemed	2	4 Securities Acquired (A	Vor	E Amount of	6 Ourporchin	7 Noturo		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	09/30/2021		Α		75 , 949 ⁽¹⁾	Α	\$ <mark>0</mark>	241,604	D	
Common Stock	09/30/2021		Α		75 , 949 ⁽²⁾	Α	\$ <mark>0</mark>	317,553	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(0.9., P	,			,	•••••••			••••••	,			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. This represents a Restricted Stock Unit grant with a grant date of 09/30/2021 that vest annually over three years from grant date.

2. This represents a Performance Stock Unit grant with a performance end-date of 06/30/2024. The maximum payout potential is 150% and subject to continuous employment. The metrics weighting consisting of 75% company revenue and 25% EBIDTA Margin.

Remarks:

<u>/s/ Brandy Green, Power of</u> <u>Attorney for Michael Hoge</u>

** Signature of Reporting Person

10/04/2021

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY Know all by these presents, that the undersigned hereby constitutes and appoints i each of Shig Hamamatsu, Brandy Green, Hazem Rashed and Jesse Chew of Accuray Incorporated the Company and ii any attorney employed in the Palo Alto, CA office of Wilson Sonsini Goodrich & Rosati, Professional Corporation, as the undersigned's true and lawful attorneyinfact to prepare, execute in the undersigned's name and on the undersigned's behalf, (1)and submit to the U.S. Securities and Exchange Commission the SEC a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16a of the Securities Exchange Act of 1934 or any rule or regulation of the SEC to execute for and on behalf of the undersigned, in the undersigned's (2)capacity as an officer andor director of the Company, Forms 3, 4 and 5, and any amendments thereto, and cause such forms to be filed with the SEC pursuant to Section 16a of the Securities Exchange Act of 1934, as amended, relating to the undersigned's beneficial ownership of securities in the Company and take any other action of any type whatsoever in connection with the (3) foregoing which, in the opinion of any of such attorneysinfact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneysinfact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneysinfact may approve in the discretion of any of such attorneysinfact. The undersigned hereby grants to each such attorneyinfact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneyinfact, or such attorneyinfact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneysinfact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneysinfact. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be

Michael Hoge

executed as of this 18th day of September, 2020.

Printed Name

s Michael Hoge Signature