

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): **June 7, 2011**

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))

Item 7.01. Regulation FD Disclosure

Item 8.01. Other Events

As noted previously on the Current Report on Form 8-K of Accuray Incorporated ("Accuray") dated March 6, 2011 (filed March 7, 2011), Accuray entered into an Agreement and Plan of Merger (the "Merger Agreement"), dated March 6, 2011, with TomoTherapy Incorporated, a Wisconsin corporation ("TomoTherapy"), and Jaguar Acquisition, Inc., a Wisconsin corporation and wholly owned subsidiary of Accuray ("Merger Sub"). Pursuant to the Merger Agreement, and subject to the satisfaction or waiver of certain closing conditions, Merger Sub will merge with and into TomoTherapy, with TomoTherapy surviving as a wholly owned subsidiary of Accuray (the "Merger").

On June 7, 2011, Accuray made a presentation at the Jefferies 2011 Global Healthcare Conference concerning Accuray, TomoTherapy and the Merger. The presentation delivered during such conference is filed herewith as Exhibit 99.1.

Forward Looking Statements

This Current Report on Form 8-K, including the Exhibit hereto, may contain certain forward-looking statements that involve risks and uncertainties, including uncertainties associated with the medical device industry and the transaction between Accuray and TomoTherapy. Except for the historical information contained herein, the matters set forth in this Current Report on Form 8-K and the Exhibit hereto, including the expected structure and timetable for the transaction between Accuray and TomoTherapy, the transaction's anticipated strategic and financial benefits, financial prospects and guidance, expectations regarding Accuray's and TomoTherapy's ongoing operations, employees, sales, product development and commercialization, synergies and economies of scale following the transaction, are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements speak only as of the date the statements are made and are based on information available at the time those statements are made and/or managements' good faith belief as of that time with respect to future events. You should not put undue reliance on any forward-looking statements. Important factors that could cause actual performance and results to differ materially from the forward-looking statements we make include: the satisfaction of closing conditions for the transaction between Accuray and TomoTherapy; market conditions; the effect of the announcement of the transaction on Accuray's and TomoTherapy's respective businesses; the impact of any failure to complete the transaction; the risk that Accuray and TomoTherapy will not realize the anticipated benefits of the transaction; the potential inability to successfully operate or integrate

TomoTherapy's business; general industry and economic conditions; and other factors beyond the companies' control and the risk factors and other cautionary statements described in Accuray's and TomoTherapy's filings with the SEC. Please refer to the Risk Factors section of Accuray's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2011, the Risk Factors set forth in TomoTherapy's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, as amended, and as updated in TomoTherapy's Form 10-Q for the fiscal quarter ended March 31, 2011, and the Risk Factors set forth in Accuray's Registration Statement on form S-4, filed with the SEC on April 7, 2011 and as amended on May 5, 2011 and May 9, 2011, for a further list and description of additional business risks, uncertainties, and other factors that may affect these statements. Neither Accuray nor TomoTherapy intends to update these statements and undertakes no duty to any person to provide any such update under any circumstance.

Important Additional Information

This Current Report on Form 8-K, including the Exhibit hereto, is for informational purposes only and does not constitute an offer to sell, or the solicitation of an offer to purchase, shares of common stock of Accuray, nor does it constitute an offer to purchase, or a solicitation of an offer to sell, shares of common stock of TomoTherapy. In connection with the proposed merger, Accuray and TomoTherapy filed a definitive proxy statement/prospectus with the SEC on May 9, 2011. This Current Report on Form 8-K, including the Exhibit hereto, is not a substitute for the definitive proxy statement/prospectus. The definitive proxy statement of TomoTherapy and the prospectus of Accuray was mailed to the shareholders of Tomotherapy beginning on or about May 9, 2011. Before making any voting or investment decision with respect to the transaction, investors and shareholders of TomoTherapy are urged to read the proxy statement, registration statement and the other relevant materials filed with the SEC because they will contain important information about Accuray, TomoTherapy and the proposed transaction. The definitive proxy statement/prospectus, registration statement and other relevant materials, and any other documents filed by TomoTherapy or Accuray with the SEC, may be obtained free of charge at the SEC's website at www.sec.gov; by contacting Accuray's Investor Relations Department by email at trathjen@accuray.com, by phone at 408.789.4458, or by mail at Accuray Incorporated, 1310 Chesapeake Terrace, Sunnyvale, California 94089, USA; or by contacting TomoTherapy's Investor Relations Department by email at tpowell@tomotherapy.com, by phone at 608.824.2800 or by mail at 1240 Deming Way, Madison, WI 53717-1954 USA.

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Item 9.01. Financial Statements and Exhibits

Number	Description
99.1	Jefferies Healthcare Conference Presentation, dated June 7, 2011

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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

By: /s/ Darren J. Milliken
 Darren J. Milliken
 Senior Vice President, General Counsel & Corporate Secretary

Date: June 7, 2011

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EXHIBIT INDEX

Number	Description
99.1	Jefferies Healthcare Conference Presentation, dated June 7, 2011

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Accuray

Euan Thomson, PhD
President & CEO

Forward-looking Statement

Safe Harbor Statement

This presentation may contain certain forward-looking statements that involve risks and uncertainties, including uncertainties associated with the medical device industry and the transaction between Accuray and TomoTherapy. Except for the historical information contained herein, the matters set forth in this presentation, including the expected structure and timetable for the transaction between Accuray and TomoTherapy, the transaction's anticipated strategic and financial benefits, financial prospects and guidance, expectations regarding Accuray's and TomoTherapy's ongoing operations, employees, sales, product development and commercialization, synergies and economies of scale following the transaction, are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements speak only as of the date the statements are made and are based on information available at the time those statements are made and/or managements' good faith belief as of that time with respect to future events. You should not put undue reliance on any forward-looking statements. Important factors that could cause actual performance and results to differ materially from the forward-looking statements we make include: the satisfaction of closing conditions for the transaction between Accuray and TomoTherapy, market conditions; the effect of the announcement of the transaction on Accuray's and TomoTherapy's respective businesses; the impact of any failure to complete the transaction; the risk that Accuray and TomoTherapy will not realize the anticipated benefits of the transaction; the potential inability to successfully operate or integrate TomoTherapy's business; general industry and economic conditions; and other factors beyond the companies' control and the risk factors and other cautionary statements described in Accuray's and TomoTherapy's filings with the SEC. Please refer to the Risk Factors section of Accuray's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2011 and the Risk Factors set forth in TomoTherapy's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 and Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2011, and the Risk Factors set forth in Accuray's Registration Statement on Form S-4, filed with the SEC on April 7, 2011 and as amended on May 5, 2011 and May 9, 2011, for a further list and description of additional business risks, uncertainties, and other factors that may affect these statements. Neither Accuray nor TomoTherapy intends to update these statements and undertakes no duty to any person to provide any such update under any circumstance.

ARRAY + TOMO: Strategic Rationale

Combining two best-in-class technologies to create the premier radiation oncology company

- **Complementary patient populations, treated by the same medical specialty**
- **Significant increase in global presence**
- **Financial benefits anticipated from operating efficiencies and G&A synergies**

Radiation Therapy vs. Radiosurgery

Radiation Therapy

- Generally follows surgery
- Treats normal tissue surrounding tumor site
- Multiple treatments over several weeks

Radiosurgery

- Replaces surgery
- Tumor ablation
- One to five treatments

RT

IGRT/IMRT

RS

SBRT



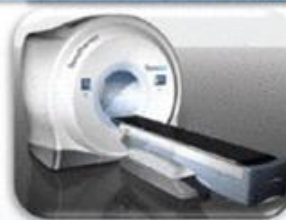
Gantry-based systems: Incremental evolution over 50 years

Gantry Linac

RS
Add-ons

Tomo HD

CyberKnife®



Two best-in-class technologies designed for state of the art radiation therapy

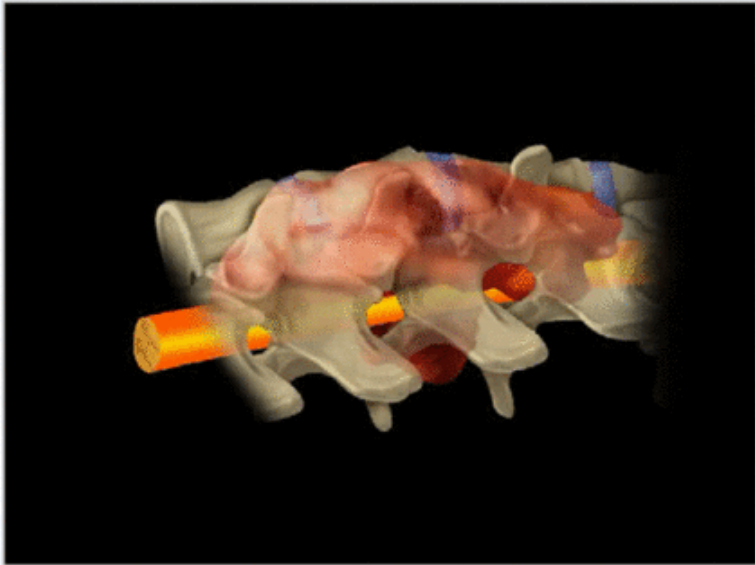
CyberKnife® Platforms, Plans, Results



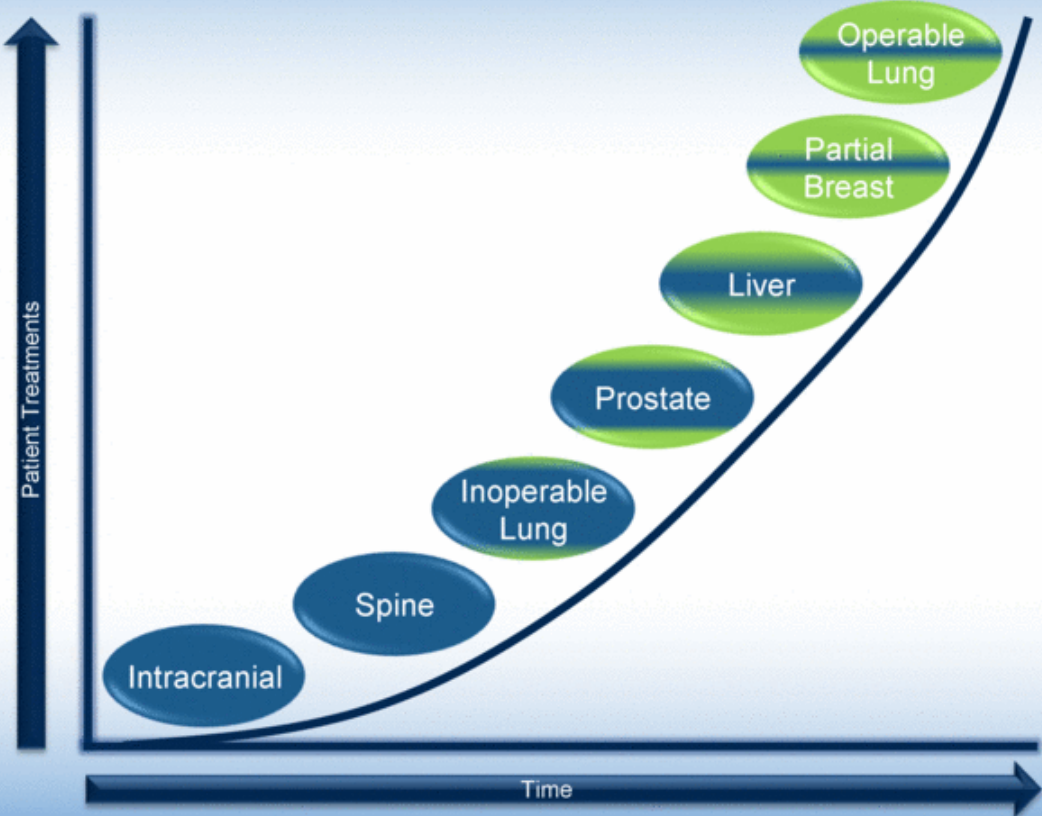
CyberKnife® Treatments



CyberKnife® Treatments

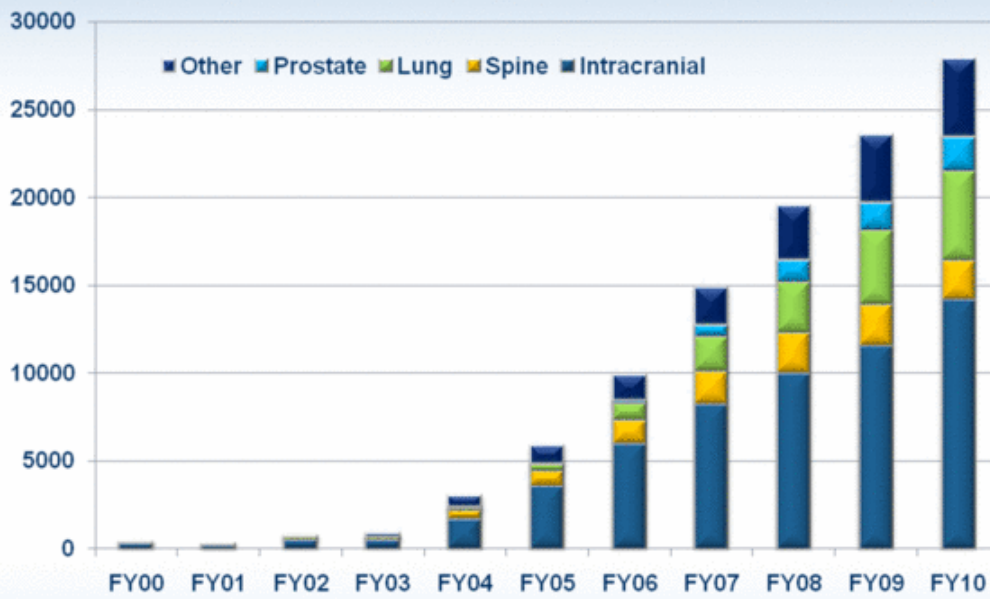


CyberKnife® Radiosurgery Market Acceptance



Clinical Development

Worldwide Patient Treatments



Over 100,000 Patients Treated

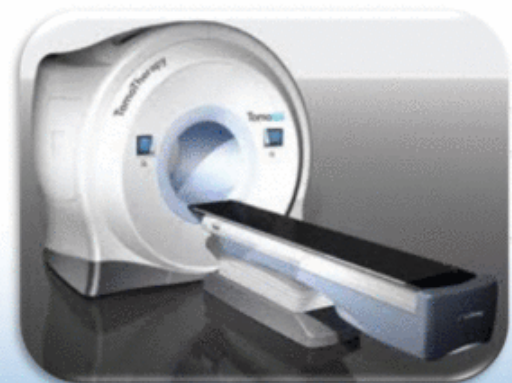


This data includes estimates. If we are missing data from a site for one month, we take the number of patients treated in the previous month as an estimate. If we are missing data from a site for a quarter (3 months), we take the number of patients treated in the previous quarter as an estimate for the missing quarter.

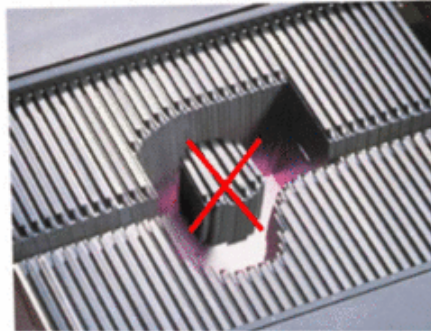
TomoTherapy Platforms, Plans, Results

TomoTherapy Systems: Key differentiators

- **Images Every Patient, Every Treatment, Every Day**
 - 3-D imaging is integral to treatment alignment
 - Excellent image quality
- **Helical IMRT Enables Highly Conformal Treatments**
 - Binary collimator and helical delivery
- **Fully Integrated System**
 - One system designed for integrated IG-IMRT
 - Easy to use, easy QA

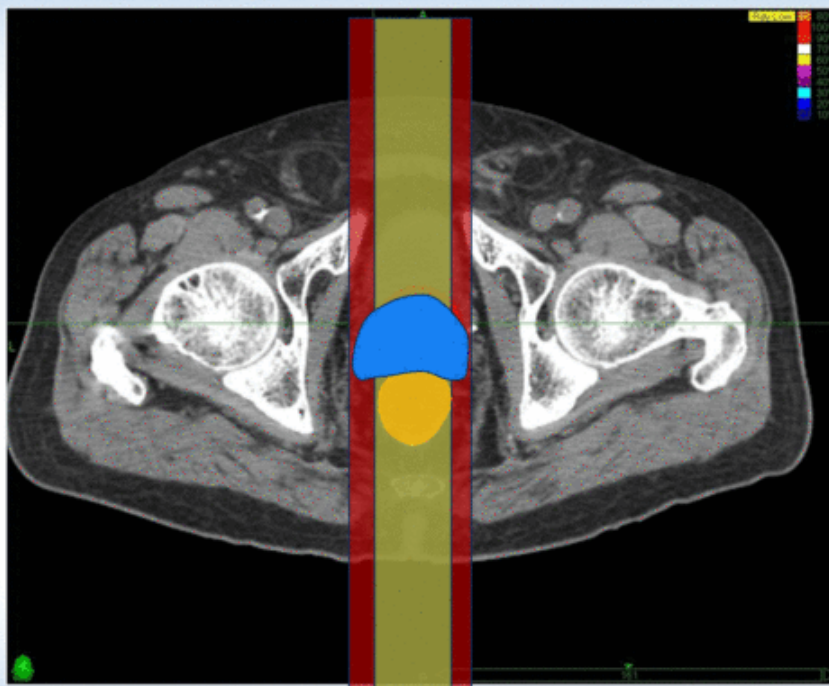


MLC's on Gantry Linacs have Limitations:



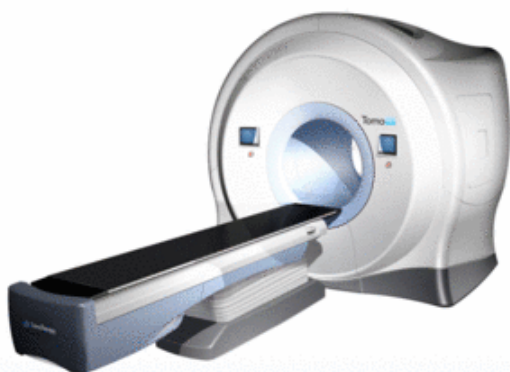
Center of beam cannot be shielded...
using a single, "rapid arc" compromises must be made

MLC's on Gantry Linacs have Limitations:

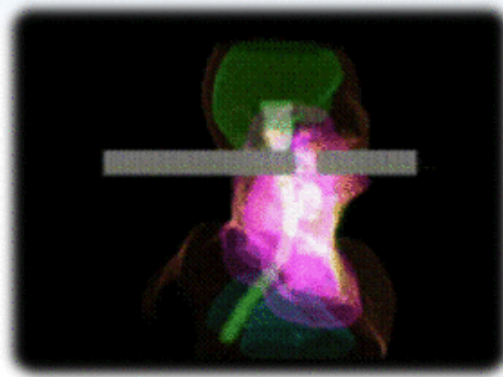
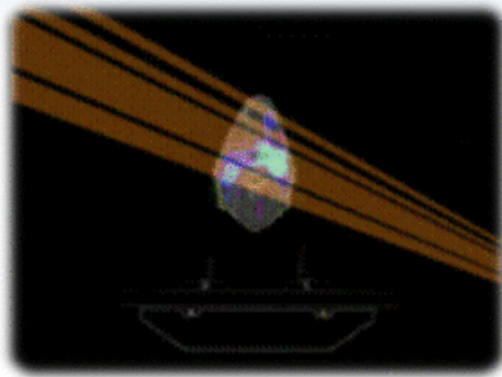


Binary Collimator and Helical Delivery

- **Alternative approach is “Binary Collimator” and helical delivery**
 - Patient moves through ring gantry
 - Collimator rotates around patient
 - Enables each volume element to be treated independently



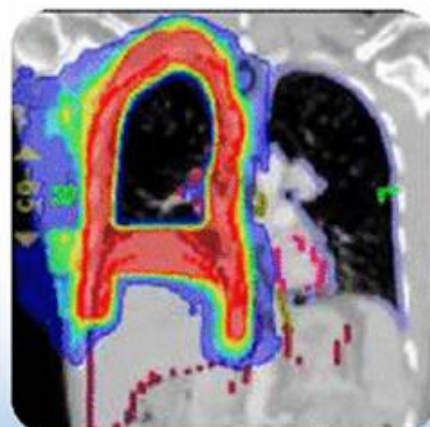
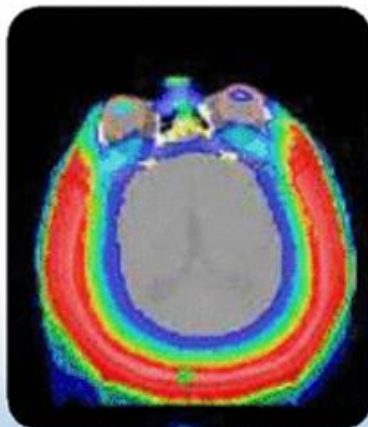
Binary Collimator and Helical Delivery



Courtesy of University of Virginia

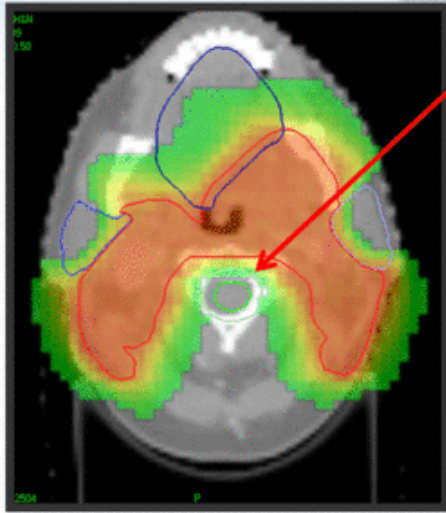
Tomo HD Extends Range of Clinical Applications

Tomo HD allows for advanced treatment plans of wide field regions while sculpting dose, creating complex dose patterns that minimize normal tissue included in the treatment field

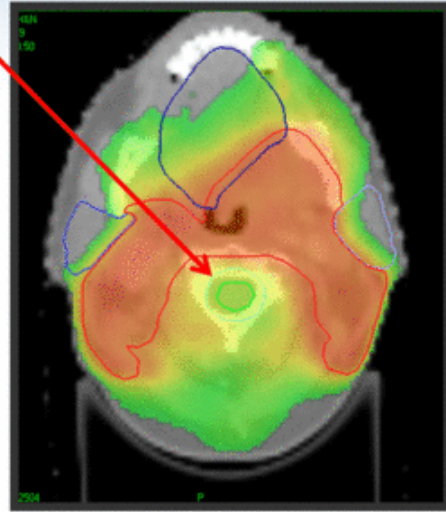


Comparative Dose

Spinal Cord



TomoTherapy



RapidArc

Lund University Hospital – February 4th, 2011

Planned Acquisition

Accuray Incorporated

Headquarters Sunnyvale, CA

International Offices Paris, Tokyo, Hong Kong

NASDAQ Ticker: ARAY

Employees 450*

Revenue (FY2010) \$221.6M (*\$22M of previously deferred revenue*)

Guidance (FY2011) \$210-\$225M (*\$4M of previously deferred revenue*)

Product Backlog \$170M* (additional \$243M of service backlog)

75+ issued patents

200+ systems installed

100,000+ patients treated

**as of March 31, 2011*

TomoTherapy Incorporated

Data provided by TomoTherapy

Headquarters Madison, WI

International Office Brussels

NASDAQ Ticker: TOMO

Employees 636*

Revenue (FY2010) \$195M

Guidance (FY2011) \$215-\$235M

Product Backlog \$131M*

130+ issued patents

350 systems**

110,000+ patients treated

**as of March 31, 2011*

***Shipped and/or installed as of February 17, 2011*

Accuray Confidential

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IP Protection



Accuray Patent Portfolio as of May 2011

Issued U.S. Patents	65
Pending U.S. Patent Applications	43

TomoTherapy Patent Portfolio as of Dec 2010

Issued U.S. Patents	41
Pending U.S. Patent Applications	40

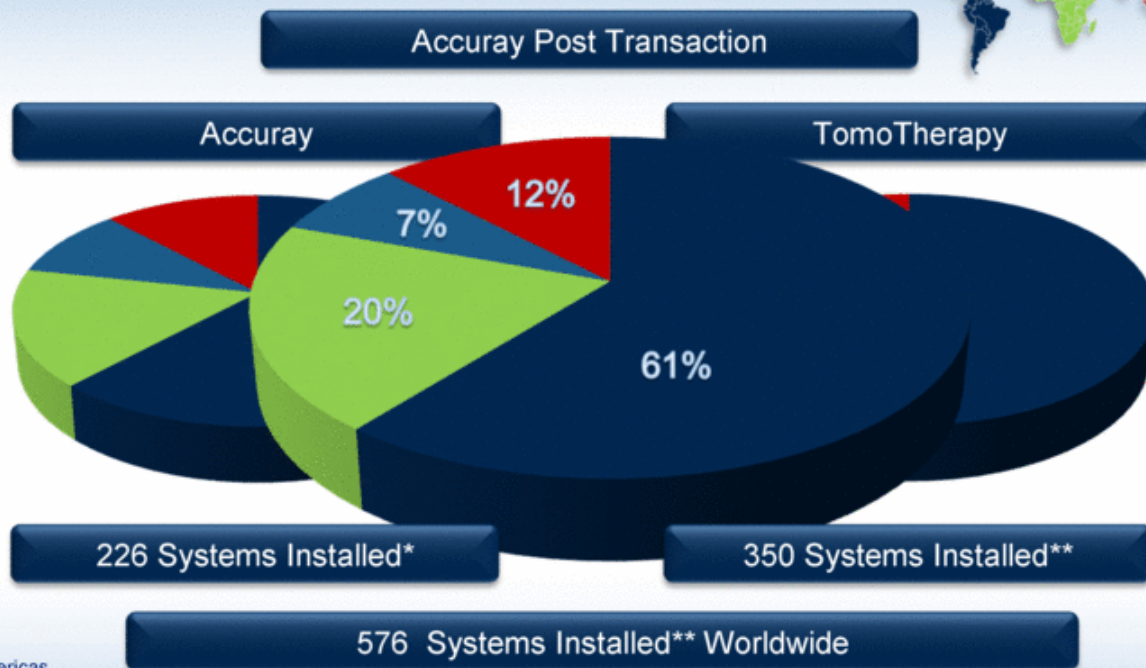
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Increased Global Presence

Worldwide Install Base



*Installed as of March 31, 2011
**Shipped and/or installed as of February 17, 2011

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Milestones to Success

- **TomoTherapy Service Improvement**
 - TomoTherapy service revenue will be incremental for Accuray but current service GM is negative
 - TomoTherapy initiatives already showing improvements eg. "Fast-track"
 - Accuray has additional expertise in linear accelerator technology
- **Cost Saving Synergies**
 - Estimated at \$25M per year from FY'13
- **Revenue Synergies**
 - Cross selling opportunities
 - Greater market presence

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Accuray Record of Achievement

- **Consistent record of technology innovation**
 - Regular upgrades support premium service programs
 - New CyberKnife® platforms support stronger pricing
- **Proven ability to drive market acceptance**
 - New products
 - New clinical capabilities
- **Profitability**
 - Product gross profit margin (>60% in H1 FY11)
 - Service gross profit margin (37% in H1 FY11)
 - Operating expense management (\$17M decrease FY09 to FY10)

Strategic Rationale

Combining two best-in-class technologies to create the premier radiation oncology company

- **Complementary patient populations, treated by the same medical specialty**
- **Significant increase in global presence**
- **Financial benefits anticipated from operating efficiencies and G&A synergies**



Accuray

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President & CEO