

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ACCURAY INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

20-8370041
(I.R.S. Employer
Identification Number)

**1310 Chesapeake Terrace
Sunnyvale, California 94089**
(Address of Principal Executive Offices including Zip Code)

Accuray Incorporated 2007 Incentive Award Plan
(Full Title of the Plan)

Joshua H. Levine
President and Chief Executive Officer
Accuray Incorporated
1310 Chesapeake Terrace
Sunnyvale, California 94089
(408) 716-4600

(Name and Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

Copy to:
Katherine A. Martin
Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, par value \$0.001 per share	500,000(2) \$	6.65(3) \$	3,325,000(3) \$	386.37

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Accuray Incorporated 2007 Incentive Award Plan (the "2007 Plan") being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) Represents an automatic annual increase of 500,000 shares to the number of shares of the Registrant's of Common Stock reserved for issuance under, and which annual increase is provided for in, the 2007 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, on the basis of \$6.65 per share, which represents the average of the high and low prices of the Registrant's Common Stock as reported on The Nasdaq Global Market on November 4, 2014.

EXPLANATORY NOTE

Accuray Incorporated (the “Company” or the “Registrant”) filed with the Securities and Exchange Commission (the “Commission”): (i) on March 9, 2007, a registration statement on Form S-8 (File No. 333-141194) relating to 9,000,000 shares of Common Stock to be offered and sold under the 2007 Plan, (ii) on February 5, 2009, the a registration statement on Form S-8 (File No. 333-157120) relating to an additional 1,500,000 shares of Common Stock to be offered and sold under the 2007 Plan, (iii) on May 6, 2010, a registration statement on Form S-8 (File No. 333-166606) relating to an additional 1,500,000 shares of Common Stock to be offered and sold under the 2007 Plan, and (iv) on September 1, 2010, a registration statement on Form S-8 (File No. 333-169139) relating to an additional 1,500,000 shares of Common Stock to be offered and sold under the 2007 Plan (collectively, the “Prior Registration Statements”). The Registrant is hereby registering an additional 500,000 shares of Common Stock issuable under the 2007 Plan, none of which has been issued as of the date of this Registration Statement.

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents, which were filed with the Commission, are incorporated herein by reference (excluding any portions of such documents that have been “furnished” but not “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)):

- (a) The Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2014, filed with the Commission on August 29, 2014 (File No. 001-33301) (including portions incorporated by reference to the Company’s proxy statement on Schedule 14A); and
- (b) The Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, as filed on November 7, 2014 and the Company’s Current Reports on Form 8-K, as filed with the Commission on August 6, 2014 and September 2, 2014.
- (c) The description of the Common Stock contained in the Company’s Registration Statement on Form 8-A filed with the Commission on February 7, 2007 (File No. 001-33301), including any subsequently filed amendments and reports updating that description.

All documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and before the filing of a post-effective amendment stating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement, or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to be a part of this Registration Statement. Information contained in a Current Report on Form 8-K furnished to the Commission will not be incorporated by reference into this Registration Statement.

Item 8. Exhibits

See Index to Exhibits following the signature page.

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Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or

Richard R. Pettingill

/s/ EMAD RIZK, M.D.
Emad Rizk, M.D.

Director

November 6, 2014

/s/ ROBERT S. WEISS
Robert S. Weiss

Director

November 5, 2014

/s/ DENNIS WINGER
Dennis Winger

Director

November 6, 2014

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INDEX TO EXHIBITS

EXHIBIT

- 5.1 Opinion of Wilson, Sonsini, Goodrich & Rosati, Professional Corporation.
- 23.1 Consent of Wilson, Sonsini, Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1).
- 23.2 Consent of Grant Thornton LLP, independent registered public accounting firm.
- 24.1 Power of Attorney (contained on signature page hereto).
- 99.1(1) Accuray Incorporated 2007 Incentive Award Plan.

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- (1) Incorporated herein by reference to Exhibit 10.8 to the Registrant's Annual Report on Form 10-K filed with the Commission on September 19, 2011 (No. 001-33301).

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November 7, 2014

Accuray Incorporated
1310 Chesapeake Terrace
Sunnyvale, CA 94089

RE: REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about November 7, 2014 (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of 500,000 shares of common stock to be issued under the Accuray Incorporated 2007 Incentive Award Plan, as amended and restated ("Incentive Plan"). All such shares of common stock are referred to herein as the "Shares". As your legal counsel, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the issuance and sale of the Shares pursuant to the Incentive Plan.

It is our opinion that, when issued and sold in compliance with and in the manner described in the Incentive Plan and pursuant to the agreements which accompany each grant under the Incentive Plan, the Shares will be legally and validly issued, fully-paid and non-assessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very Truly Yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated August 29, 2014 with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report on Form 10-K for the year ended June 30, 2014 of Accuray Incorporated, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference in the Registration Statement of the aforementioned reports.

/s/ Grant Thornton LLP

San Francisco, California
November 7, 2014
