

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): **September 6, 2019**

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

(d) Effective September 6, 2019, the Board of Directors (the “Board”) of Accuray Incorporated (“Company”) appointed Mr. James M. Hindman as a Class III member of the Company’s Board and as a member of the Audit Committee of the Board in order to fill a newly created vacancy on the Board. Mr. Hindman is expected to stand for re-election at Company’s 2021 Annual Meeting of Stockholders, when his Class III term will expire.

In connection with his appointment, Mr. Hindman will receive the same cash and equity compensation for service on the Board and Board committees as is currently paid to all other non-employee Board members of the Company. Cash compensation is as follows: (1) for Board service, an annual cash retainer of \$52,500, and (2) additional annual fees of \$10,000 for service as a member of the Audit Committee.

Mr. Hindman’s equity compensation is as follows: (1) in connection with his 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 Mr. Hindman’s appointment on the Board and the Company’s next Annual Meeting of Stockholders, with full vesting on the one-year anniversary of the Company’s 2018 Annual Meeting of Stockholders, subject to Mr. Hindman’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 Mr. Hindman’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 Mr. Hindman and the Company pursuant to which Mr. Hindman was appointed as a director. In addition, there are no related party transactions involving the Company and Mr. Hindman 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 September 12, 2019, the Company issued a press release regarding the appointment of Mr. Hindman 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.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated September 12, 2019.

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: September 12, 2019

By: _____

/s/ Jesse Chew

Jesse Chew

Senior Vice President & General Counsel



Accuray Appoints Healthcare Veteran James M. Hindman to Board of Directors

SUNNYVALE, Calif., September 12, 2019 – Accuray Incorporated (NASDAQ: ARAY) strengthened its Board of Directors with the appointment of James (Jim) M. Hindman, effective as of September 6, 2019, and expanding the company's Board to nine members. Mr. Hindman, an experienced healthcare executive with a 30-year tenure at Allergan, Inc., is an accomplished financial executive with expertise in maximizing shareholder value. He brings significant experience in improving corporate profitability and cash flow. Mr. Hindman will serve on the Board's Audit Committee.

Most recently, Mr. Hindman served as executive vice president, finance and business development, and chief financial officer, at Allergan. Through his guidance, Allergan achieved its most robust financial performance in its 64-year history. Mr. Hindman's previous leadership positions at Allergan include senior vice president, treasurer, risk and investor relations, and senior vice president, finance and controller. He currently serves on the Boards of publicly-traded Sienna Biopharmaceuticals and Millendo Therapeutics.

"Jim's appointment to the Board supports Accuray's continued focus on achieving sustained financial growth," said Joshua H. Levine, President and Chief Executive Officer of Accuray. "We have confidence we are well-positioned from a product portfolio perspective to meet the needs of the radiation therapy market. When combined with the establishment of our China joint venture, we believe these two dynamics represent a real inflection point for the company. Jim's proven track record, financial acumen and business expertise will be invaluable during this pivotal point in Accuray's business."

"I am pleased to join the Accuray Board during such an exciting time for the company," said Mr. Hindman. "The recent establishment of the China joint venture improves the company's long-term business prospects in China and demonstrates its commitment to sustainable growth and expanding access to its precise radiation therapy systems. I look forward to working with Josh, the other Directors and senior executive team to achieve our long-term business objectives."

About Accuray

Accuray Incorporated (Nasdaq: ARAY) develops, manufactures and sells radiotherapy systems that are intended to make cancer treatments shorter, safer, personalized and more effective, ultimately enabling patients to live longer, better lives. Our radiation treatment delivery systems in combination with fully-integrated software solutions set the industry standard for precision and cover the full range of radiation therapy and radiosurgery procedures. For more information, please visit www.accuray.com or follow us on Facebook, LinkedIn, Twitter and YouTube.

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 expectations regarding the company's growth, the impact of the China joint venture on the company's business prospects, ability to increase shareholder value, and ability to meet the needs of the radiation therapy market. These forward-looking statements involve risks and uncertainties. If any of these risks or uncertainties materialize, or if any of the company's assumptions prove incorrect, actual results could differ materially from the results expressed or implied by these forward-looking statements.

These risks and uncertainties include, but are not limited to, the company's ability to achieve widespread market acceptance of its products, the ability of customers in China to obtain Class or B user licenses to purchase radiotherapy systems, the company's ability to achieve profitability by maintaining or increasing gross margins on its products sales and services, the company's ability to anticipate or keep pace with changes in the marketplace and the direction of technological innovation and customer demands and

such other risks identified under the heading "Risk Factors" in the company's annual report on Form 10-K, filed with the Securities and Exchange Commission (the "SEC") on August 23, 2019, 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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