

**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): **February 12, 2021**

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))

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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 February 12, 2021, the Board of Directors (the “Board”) of Accuray Incorporated (“Company”) appointed Mr. Byron C. Scott as a Class II member of the Company’s Board in order to fill a vacancy on the Board. Mr. Scott is expected to stand for re-election at Company’s 2023 Annual Meeting of Stockholders, when his Class II term will expire.

In connection with his appointment, Mr. Scott will receive the same cash and equity compensation for service on the Board that was approved by the Board. Cash compensation for his Board service is an annual cash retainer of \$52,500.

Mr. Scott’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. Scott’s appointment to the Board and the Company’s next Annual Meeting of Stockholders, with full vesting on the one-year anniversary of the Company’s 2020 Annual Meeting of Stockholders, subject to Mr. Scott’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. Scott’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. Scott and the Company pursuant to which Mr. Scott was appointed as a director. In addition, there are no related party transactions involving the Company and Mr. Scott 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 February 19, 2021, the Company issued a press release regarding the appointment of Mr. Scott 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.

Exhibit No.	Description
99.1	Press Release dated February 19, 2021.
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: February 19, 2021

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



**Accuray Appoints Healthcare Executive and Physician Byron C. Scott to
Board of Directors**

SUNNYVALE, Calif., February 19, 2021 – Accuray Incorporated (NASDAQ: ARAY) announced today the appointment of Byron C. Scott, M.D., MBA to the company’s Board of Directors, effective as of February 12, 2021. Dr. Scott brings significant experience as a physician executive with invaluable global expertise in healthcare analytics and technology.

Dr. Scott is currently on the faculties at the University of Massachusetts, Amherst, Isenberg School of Management and Jefferson University, College of Population Health where he teaches healthcare quality, patient safety, and performance improvement. Previously, Dr. Scott served as Deputy Chief Health Officer at IBM Watson Health, where he successfully guided healthcare organizations in the alignment of strategies, quality and performance improvement, and was an industry-recognized thought leader with respect to Watson Health products and services. Dr. Scott also held leadership roles at Truven Health Analytics, a company providing healthcare quality and efficiency solutions using data, analytics, and consulting, prior to its acquisition by IBM. Previous to his tenure at Truven, Dr. Scott held positions of increasing responsibility at EmCare, a hospital-based physician practice management company that was part of Envision Healthcare, including most recently, as Executive Vice President of the West Division.

“We are pleased to welcome Dr. Scott to the Accuray Board and look forward to working with him during this exciting time in the company’s evolution. Accuray continues to develop and introduce differentiated solutions to meet the needs of a continually changing radiation therapy market. Dr. Scott’s background as a physician and expertise in healthcare technology will enable him to offer a unique and important perspective to our management team,” said Joshua H. Levine, President and Chief Executive Officer.

“During my tenure in the healthcare technology arena, I’ve had the opportunity to work with many senior management teams to successfully accelerate their organization’s growth. I joined the Accuray Board because I believe my experience will give me the insights necessary to make a meaningful contribution to the achievement of the company’s financial goals. I truly believe in the organization’s vision and the potential of its industry-leading radiation therapy solutions,” said Byron C. Scott, M.D., MBA.

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. To learn more, visit www.accuray.com or follow us on [Facebook](#), [LinkedIn](#), [Twitter](#), and [YouTube](#).

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