

ACCURAY INC  
Form 3  
September 23, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |   |   |   |   |  |
|---|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Waters Kevin</p> <p>(Last) (First) (Middle)</p> <p>1310 CHESAPEAKE TERRACE</p> <p>(Street)</p> <p>SUNNYVALE, CA 94089</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/15/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ACCURAY INC [ARRAY]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP, Chief Financial Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 100,281 <sup>(1)</sup>                                   | D   |  |

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

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable      Expiration Date                       | Title      Amount or Number of   |  |  |  |

Shares (I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Waters Kevin<br>1310 CHESAPEAKE TERRACE<br>SUNNYVALE, CA 94089 | Â             | Â         | Â SVP, Chief Financial Officer | Â     |

## Signatures

By: Kristen Howells For: Kevin Waters  
Date: 09/23/2015

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- 29,769 shares are held directly by the Reporting Person, of which 6,512 of these shares were acquired through the Accuray 2007 Employee Stock Purchase Plan. An additional 14,507 shares were acquired through the vesting and release of MSUs granted on 11/29/13, representing 132.1% of the MSUs initially awarded, net of shares withheld by the issuer to satisfy its tax withholding and remittance obligations. The remaining 8,750 shares directly owned were acquired through the 11/28/14 vesting and release of RSUs awarded on 11/29/13, of which the remaining 26,250 shares from this award will vest in equal amounts on 11/30/15, 11/29/16 and 11/29/17. Also included in this total are the 14,262 RSUs awarded on 10/31/14 vesting 25% each anniversary of the vesting commencement date over 4 years and the 30,000 RSUs awarded on 3/31/15 vesting 25% each anniversary of the vesting commencement date over 4 years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.