ACCURAY INC
Form 8-K
March 17, 2010

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): **March 17, 2010**

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On December 8, 2009, the Thomson Family 2006 Trust, of which Euan S. Thomson, Ph.D., President and Chief Executive Officer of Accuray Incorporated (the Company), is a trustee, adopted a stock trading plan in accordance with Securities and Exchange Commission Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended (the Plan). The Plan, which will be effective on March 16, 2010, provides for the sale of specified shares of Company common stock, which will be acquired pursuant to options previously issued to Dr. Thomson by the Company, over an extended period of time. Dr. Thomson expects to use a portion of the proceeds from the sale of shares under the Plan to exercise additional Company options and hold such shares consistent with the stock ownership guidelines for management currently under consideration by the Company s Board of Directors.

Transactions under the Plan will be reported to the Securities and Exchange Commission in accordance with applicable securities laws, rules and regulations. The Company does not undertake to report other Rule 10b5-1 plans that may have been adopted by any other officers or directors or that may be adopted by any officers or directors in the future, or to report any modifications or termination of any publicly announced trading plan, except to the extent required by law.

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: March 17, 2010

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