

**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): **January 15, 2016**

**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))

**Item 8.01. Other Events.**

Note Repurchases.

From January 11 through January 15, 2016, in privately-negotiated transactions, Accuray Incorporated (the "Company") repurchased approximately \$63.4 million in aggregate principal amount of its 3.75% Convertible Senior Notes due August 2016 (the "2016 Notes") for \$66.6 million in cash. The Company anticipates that the closings of these repurchases will be completed by January 20, 2016.

Following the closings of these repurchases, the Company estimates that approximately \$36.6 million in aggregate principal amount of 2016 Notes will remain outstanding. The Company expects to record a charge in the third quarter of fiscal 2016 of approximately \$1.0 million associated with the repurchases of the notes.

Related Press Release.

On January 19, 2016, the Company issued a press release with respect to the transactions described above. A copy of this press release is furnished as Exhibit 99.1 hereto.

*This report contains forward-looking statements regarding the amount of the third quarter charge to be recorded. Actual events or results may differ materially from those contained in the forward-looking statements. Please refer to the documents the Company files on a consolidated basis from time to time with the Securities and Exchange Commission, specifically the Company's most recent Form 10-K, filed on August 28, 2015, the Company's report on Form 10-Q, filed on November 5, 2015, and the Company's other filings with the SEC. These documents contain and identify important factors that could cause the actual results for the Company, on a consolidated basis, to differ materially from those contained in our forward-looking statements (see Risk Factors). Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievements.*

**Item 9.01. Financial Statements and Exhibits.**





### Accuray Announces Repurchases of Convertible Debt

SUNNYVALE, Calif., January 19, 2016 — Accuray Incorporated (NASDAQ: ARAY) today announced that between January 11 and January 15, 2016, the company, in privately-negotiated transactions, had repurchased approximately \$63.4 million in aggregate principal amount of its 3.75% Convertible Senior Notes due August 2016 (the “2016 Notes”) for \$66.6 million in cash. The company anticipates that the closings of these repurchases will be completed by January 20, 2016.

Following the closings of these repurchases, the company estimates that approximately \$36.6 million in aggregate principal amount of 2016 Notes will remain outstanding and is intended to be repaid in cash funded by Accuray at the earlier of August 2016 or when otherwise redeemed. The company expects to record a charge in the third quarter of fiscal 2016 of approximately \$1.0 million associated with the repurchases of the notes.

#### About Accuray

Accuray Incorporated (Nasdaq: ARAY) is a radiation oncology company that develops, manufactures and sells precise, innovative treatment solutions that set the standard of care with the aim of helping patients live longer, better lives. The company’s leading-edge technologies deliver the full range of radiation therapy and radiosurgery treatments. For more information, please visit [www accuray.com](http://www accuray.com).

#### 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. This press release contains forward-looking statements regarding the amount of the third quarter charge to be recorded and Accuray’s intention to repay the remaining 2016 Notes in cash. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from expectations, including but not limited to the risks detailed under the heading “Risk Factors” in the company’s report on Form 10-K, filed on August 28, 2015, the company’s report on Form 10-Q, filed on November 5, 2015, and 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.

For further information please contact:

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