

**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): **May 11, 2012**

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

(d) On May 11, 2012, the Board of Directors (the "Board") of Accuray Incorporated ("Accuray") appointed Richard R. Pettingill as a Class 1 member of the Accuray Board. The Board has not yet determined any committee(s) on which he might serve. Mr. Pettingill is expected to stand for re-election at Accuray's 2013 annual meeting of stockholders, when his Class 1 term will expire. Mr. Pettingill is an independent director under applicable Nasdaq rules.

Mr. Pettingill served as the President and Chief Executive Officer of Allina Hospitals and Clinics, Minnesota's and western Wisconsin's largest healthcare organization, from 2002 until his retirement in 2009. Prior to joining Allina Hospitals and Clinics, Mr. Pettingill served as President and Chief Executive Officer of the California Division of Kaiser Foundation Health Plans and Hospitals, one of the largest non-for-profit managed healthcare companies in the United States, from 1996 to 2002. Mr. Pettingill currently serves on the boards of directors of MAKO Surgical Corp., a medical devices company, and Tenet Healthcare Corporation, a medical services provider.

Mr. Pettingill will receive the same cash and equity compensation for service on the Board and Board committees, if any, as is currently paid to all other non-employees Board members of Accuray. Cash compensation is as follows: (1) for Board service, an annual cash retainer of \$35,000 (up to four Board meetings); (2) if appointed to serve on a standing Board committee, additional annual fees of \$10,000 for the Audit Committee (up to eight meetings), \$5,000 for the Compensation Committee (up to six meetings) and/or \$3,000 for the Nominating and Corporate Governance Committee (up to four meetings); and (3) for meetings in excess of the numbers stated above, \$1,000 per meeting attended in-person and \$500 per meeting attended telephonically.

Mr. Pettingill's equity compensation is as follows: (1) in connection with his initial appointment to the Board, a stock option grant for the number of shares of common stock equal to \$70,000 divided by the fair market value of one share of stock on the grant date, with an exercise price equal to the fair market value per share on the grant date, and full vesting on the first anniversary of his appointment to the Board; and (2) annually, on the last day of the month in which Accuray's annual meeting of stockholders is held, a restricted stock unit ("RSU") grant for the number of shares of common stock equal to \$120,000 divided by the fair market value of one share of stock on the grant date, with full vesting on the one-year anniversary of the annual meeting of stockholders to which the grant relates. Vesting of all option and RSU grants accelerates in full in the event of a change in control of Accuray.



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Accuray Appoints Richard Pettingill, LFACHE to Board of Directors

SUNNYVALE, Calif., May 17, 2012 — Accuray Incorporated (Nasdaq: ARAY), the premier radiation oncology company, announced today the appointment of Richard Pettingill, LFACHE as a member of the company's Board of Directors effective May 11, 2012.

Richard Pettingill's career as a healthcare executive spans four decades and includes leadership positions in a variety of prominent organizations. Most recently, Pettingill, who is a Lifetime Fellow of the American College of Healthcare Executives (LFACHE), served as the President and Chief Executive Officer of Allina Health System, Minnesota's and western Wisconsin's largest healthcare organization. Under Pettingill's leadership, Allina Health System emerged as one of the country's leading integrated care delivery organizations — increasing revenues by more than 50 percent and growing its market share to more than 30 percent. Additionally, under Pettingill's leadership, Allina was the recipient of the Health Information Management System Society 2007 Davies Award for the innovative implementation of a comprehensive electronic medical record system.

"Richard Pettingill is a proven healthcare leader and makes a great addition to our Board of Directors," said Euan S. Thomson, Ph.D., president and CEO of Accuray. "Pettingill's in-depth, long-standing knowledge of the healthcare industry from the provider perspective will be an asset as Accuray navigates the changing healthcare landscape."

After his tenure at Allina Health System, Pettingill served as an Advanced Leadership Fellow at Harvard University in 2010. Prior to joining Allina Health System, he served as the President and Chief Executive Officer, California Division, Kaiser Foundation Health Plan and Hospitals where he oversaw the nearly 6 million-member health plan throughout California, as well as President and Chief Executive Office of Camino Healthcare. Pettingill currently serves on the boards of publicly traded companies Tenet Healthcare Corporation and MAKO Surgical Corp.

"I am impressed with Accuray's innovative approach to radiation oncology and pleased to be joining its Board of Directors," said Richard Pettingill. "I know first-hand the difficult positions healthcare organizations face today with ever-increasing pressure to control costs while improving patient care experience. Accuray's CyberKnife and TomoTherapy Systems are advanced cancer treatments that use innovative technology to improve the efficiency and effectiveness of clinical care."

About Accuray

Accuray Incorporated (Nasdaq: ARAY), based in Sunnyvale, Calif., is the premier radiation oncology company that develops, manufactures and sells personalized 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 — the CyberKnife and TomoTherapy Systems — are designed to deliver radiosurgery, stereotactic body radiation therapy, intensity modulated radiation therapy, image guided radiation therapy, and adaptive radiation therapy. To date, 635 systems have been installed in leading hospitals around the world. For more information, please visit 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. Forward-looking statements in this press release relate, but are not limited, to the anticipated contributions of a new board member. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from expectations, including risks detailed from time to time under the heading "Risk Factors" in the Company's report on Form 10-K for fiscal year 2011, and its reports on Form 10-Q for the first, second and third quarters of fiscal 2012.

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 place undue reliance on any forward-looking statements.

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