

**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): **January 1, 2013**

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:

- 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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Compensatory Arrangements of Certain Officers.

Because the prior Employment Letters (as defined below) expired, on January 1, 2013, Accuray Incorporated (the "Company") entered into new employment letters (each, an "Employment Letter" and collectively, the "Employment Letters") with each of Derek Bertocci, Kelly Londy, Darren J. Milliken, Theresa Dadone, and Robert Ragusa (each, an "Executive Officer"), which amended and restated in its entirety each of the employment agreements previously entered into between the Company and each such Executive Officer.

Each Employment Letter is for an indefinite term, begins on January 1, 2013 and sets forth each such Executive Officer's title and salary, as well as the target annual incentive bonus each Executive Officer is eligible to receive under the Company's executive bonus plan, which is based on the attainment of certain performance criteria established and evaluated by the Company. The table below shows each Executive Officer's title, salary and target annual bonus (shown as a percentage of base salary):

<u>Executive Officer</u>	<u>Title</u>	<u>Base Salary</u>	<u>Bonus Percentage</u>
Derek Bertocci	Senior Vice President and Chief Financial Officer	\$ 332,600	65%
Kelly Londy	Senior Vice President and Chief Commercial Officer	\$ 329,600	65%
Darren J. Milliken	Senior Vice President, General Counsel and Corporate Secretary	\$ 284,900	50%
Theresa Dadone	Senior Vice President, Human Resources	\$ 256,500	50%
Robert Ragusa	Senior Vice President, Global Operations	\$ 294,600	50%

