

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 8, 2018**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

Representatives of Accuray Incorporated (the "Company") intend to present the management presentation slides, attached hereto as Exhibit 99.1, during a conference from January 8-10, 2018. Such slides may be used in additional presentations to investors and analysts from time to time. The management presentation slides will also be posted on the investor relations portion of the Company's website.

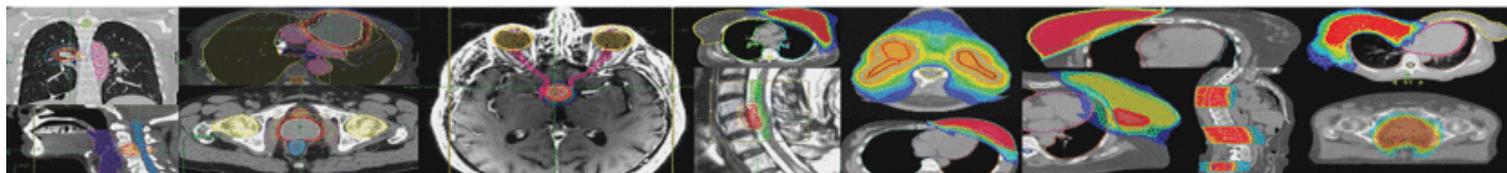
The information contained in this Current Report on Form 8-K, including Exhibit 99.1, is furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

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IN THE OUTCOMES THAT MATTER MOST TO YOU



Precise, innovative tumor treatments™

**36th Annual
J.P. Morgan
Healthcare
Conference**
January 10, 2018

Joshua H. Levine
President and CEO

Forward Looking Statements

Safe Harbor Statement

Statements in this presentation (including the oral commentary that accompanies it) 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 presentation relate, but are not limited, to: our strategic priorities for fiscal 2018; our expectations regarding future product upgrades; our intended use of proceeds from our new term loan; our expectations related to our convertible note exposure, including our ability to settle or repay our convertible notes; our future results of operations and financial position, including management's expectations regarding revenue, adjusted EBITDA and gross orders; expectations regarding the radiation therapy market; the success of our current and future products and their impact on our business; our expectations regarding the factors that will impact the long-term success, sales, and competitive positioning of our products; our belief that our products offer clinicians and patients significant benefits over other radiation therapy systems in the market; our expectations regarding order growth and long-term market expansion opportunities; the growth of clinical data validating the clinical value of our products; and our expectations regarding factors affecting our foreign operations. Forward-looking statements generally can be identified by words such as "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "projects," "may," "will be," "will continue," "will likely result," and similar expressions. These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from expectations. These risks and uncertainties include, but are not limited to: our ability to achieve widespread market acceptance of our products; our ability to effectively manage our growth; our ability to maintain or increase our gross margins on product sales and services; our ability to meet the covenants under our credit facility; our ability to settle or repay our February 2018 convertible notes; anticipated regulatory approvals and launches of new products; our ability to convert backlog to revenue; the success of our worldwide sales and marketing efforts; and other risks identified under the heading "Risk Factors" in our annual report on Form 10-K, filed with the Securities and Exchange Commission (the "SEC") on August 25, 2017, our quarterly report on Form 10-Q, filed with the SEC on November 3, 2017 and as updated periodically with our other filings with the Securities and Exchange Commission.

Forward-looking statements speak only as of the date the statements are made and are based on information available to Accuray at the time those statements are made and/or management's good faith belief as of that time with respect to future events. Accuray 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.

Introduction

Overview

Headquarters: Sunnyvale, CA

Employees: more than 900 worldwide

Recent Financial Performance^(a)

LTM Gross Orders: \$304 million

LTM Revenue: \$388 million

LTM Product Revenue: \$183 million

LTM Service Revenue: \$205 million

LTM Adjusted EBITDA^(b): \$22 million

Backlog^(c): \$465 million; 14% increase YoY

Precision Leading Linear Accelerator Technology Platforms

CyberKnife[®]
ACCURAY[®]

Radixact[™]
ACCURAY[®]

TomoTherapy[®]
ACCURAY[®]

Onrad[™]
ACCURAY[®]

Installed Systems

> 850
Worldwide

(a) Last 12 months as of September 30, 2017 rounded to the millions

(b) Please see Appendix A for reconciliation of GAAP Net Loss to Adj. EBITDA

(c) As of September 30, 2017

Our Market Radiation Therapy Growth Opportunity*



\$2T
Global Economic
Burden in 2010



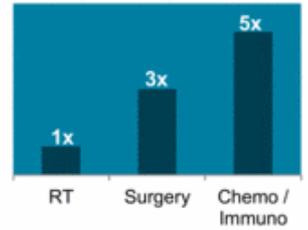
50-60%
of cancer patients
would benefit from
Radiation Therapy



10%
of patients have access
to Radiation Therapy in
low income countries

Radiation Therapy

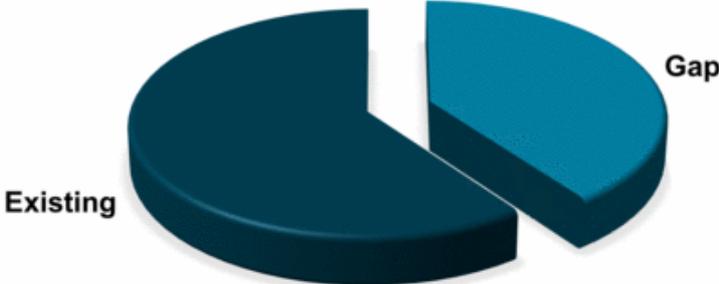
Comparative cost
effectiveness



* Source: "Expanding global access to radiotherapy," published in *The Lancet Oncology* in September 2015

Radiation Therapy Capacity Gap Drives Global Demand

Linear Accelerators Needed by 2035 *



Linear Accelerators	
2015	13,100
Gap	8,700
2035: Needed	21,800

*Source: The Lancet Oncology Commission – "Expanding Global Access to Radiotherapy, Volume 16 September 2015 Edition.

Fiscal 2018 Key Priorities

Capitalize on improved product performance / reliability from our latest generation products

Drive order / revenue growth that exceeds overall market growth rates

Execute hardware upgrade and software roadmap

Accelerate backlog conversion to revenue in distributor markets

Continue to reduce overall debt as cash generation improves

Strong Portfolio Alignment with Market Needs

Robotic SBRT



SBRT 5-year market growth estimate
2015-2020: +31%*

- Sub-millimeter precision
- Spares healthy tissue
- Real-time motion management and beam correction

IG-IMRT



IMRT 5-year market growth estimate
2015-2020: +40%*

- Dose contouring ability due to unique helical treatment delivery
- Spares healthy tissue
- Radixact™ System designed for faster treatment; improved treatment planning system

*Source: U.S. data. The Advisory Board Company – Service Line Forecast Compendium, 2016 Edition.

CyberKnife® System: Robotic Precision

The only fully robotic radiation therapy delivery system that tracks and automatically corrects for movement in real-time with sub-millimeter precision

Reduction in treatment delivery time by 30% – 40%; often fitting into a more standard 20-30 minute treatment time slot, depending on case complexity

Expanded clinical utility: intracranial, lung, liver, prostate

Hypofractionated treatment delivery drives benefits for patients and payers



InCise MLC



Long-term Prostate Treatment Results *

97% of low-and intermediate-risk patients had excellent cancer control five years after treatment; serious side effects were rare (Dr. Meier Study – multi-center)

100% of low-risk and 89% of intermediate-risk patients had excellent cancer control five years after treatment; serious side effects were rare (Dr. Fuller Study – multi-center)

98% of low-risk patients had cancer control 10 years after treatment; serious side effects were rare (Dr. Katz Study)

* Source: Meier et al. Five-Year Outcomes From a Multicenter Trial of Stereotactic Body Radiation Therapy for Low- and Intermediate-Risk Prostate Cancer. *Int J Radiat Oncol Biol Phys.* 2016 Oct 1;96(2S):S33-S34; abstract 74; Five-Year Outcomes from a Prospective Multi-Institutional Trial of Heterogeneous Dosing Stereotactic Body Radiotherapy (SBRT) for Low- and Intermediate-Risk Prostate Cancer, a study was presented at the American Society of Clinical Oncology Genitourinary Cancers Symposium (ASCO GU) in Orlando, Florida, February 16 – 18, 2017; and Stereotactic Body Radiotherapy for Low-Risk Prostate Cancer: A Ten-Year Analysis, *Cureus*, September 9, 2017.

Radixact™ System: A Do-it-All Workhorse System

Newest Generation TomoTherapy® System

High Treatment Precision for Broader Case Mix

- Treatment of simple and complex cases
- Adaptive treatment and retreatment planning

Faster, More Efficient, Reliable Delivery

- Faster linear accelerator and improved imaging compared to prior generation
- Viable solution for single and dual vault facilities
- Accuray Precision™ Treatment Planning & iDMS Data Management System



Differentiating Features

- Can be installed in rooms ~300 square feet
- Higher contrast Fanbeam CT imaging (superior to Conebeam)
- Helical IMRT delivery means fewer arcs to achieve acceptable dose quality and less treatment time

Platform for Leading Edge Innovation

- Compatible with the system upgrade pathway to motion management functionality, currently under development

CyberKnife

Currently Under Development:

- Integrated High Definition Imaging
- Adaptive Therapy
- Next Generation Optimization



Radixact

Currently Under Development:

- Imaging Innovation
- Motion Compensation



Hardware: Imaging improvements across both platforms for more efficient workflows and patient set-up

Software: Enhancing and improving treatment speed and device efficiency (speed and throughput)

* Under Development - Not available for commercial sale

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Recent Software Innovation

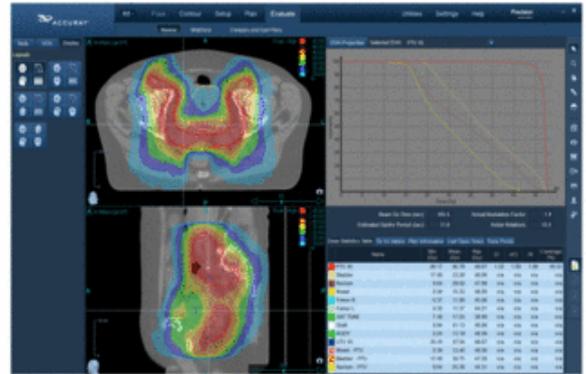
Improving Workflow Efficiency, Connectivity, Speed and Throughput

Recent Software Enhancements

- Accuray Precision™ Treatment Planning System and iDMS™ Data Management System as software foundation for CyberKnife® and TomoTherapy® Systems providing **efficiencies in workflow**
- New iDMS Data Management System upgrade for TomoTherapy System providing **connectivity** with other systems, treatment planning solutions and oncology information systems

Key Software Roadmap Elements

- **Upcoming** Accuray Precision System 2.0 upgrade will provide significant increases in functionality focused on our CyberKnife Systems with significant improvements in **treatment speed and overall throughput**

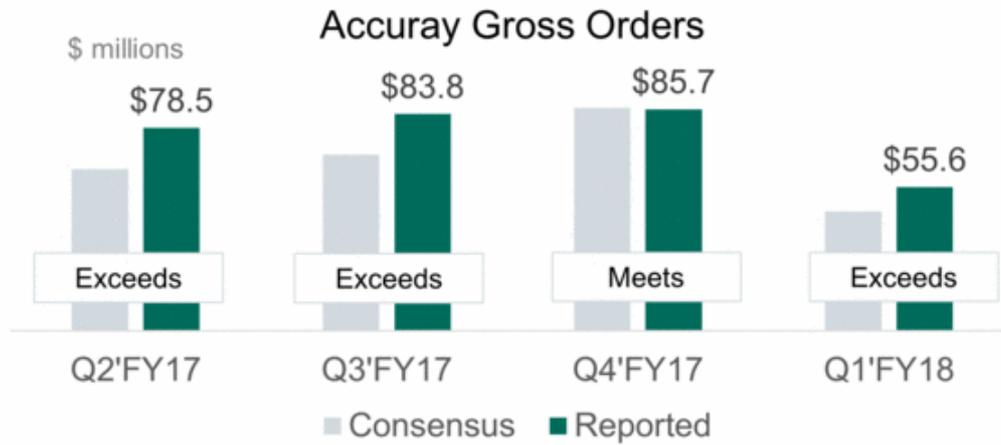


Accuray Precision Treatment Planning System



Improving Gross Order Consistency

Improved gross orders consistency beginning in Q2'FY17 relative to meeting or exceeding consensus expectations now a four quarter trend



Strength in Europe and Japan, opportunities in China and U.S.



- **Europe:** Multi-system orders driving growth; strong CyberKnife® product mix; strong replacement market opportunity
- **Japan:** Return to historic revenue levels in FY 2017; largest market share region; Radixact™ System launch positively impacting order growth
- **China:** Significant unmet radiotherapy gap; future growth opportunities in both the Class A and value segments of the market with our expanded product portfolio
- **U.S./Americas:** U.S. turnaround still a work in progress; FY 2018 infrastructure investments; improving sales funnel; significant replacement market opportunity

Driving Improved Revenue Conversion

FY 2018 Initiatives – Optimize Revenue Conversion

Created VP of Revenue Management role in May 2017; reporting to CFO; increased accountability

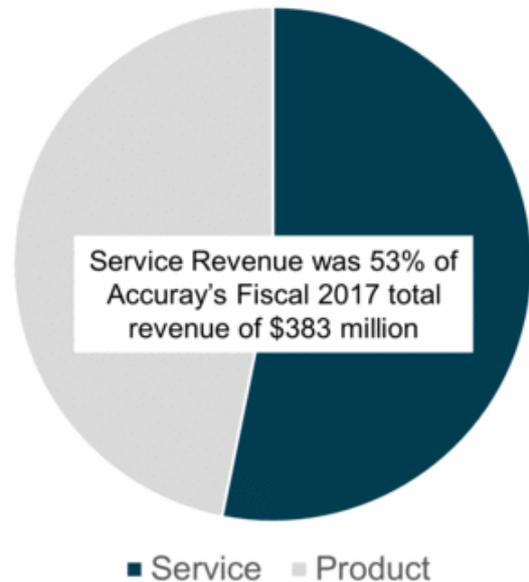
Investment in region-level project management resources to support distributor and revenue conversion

Reported Q1 FY18 revenue of \$91.0 million exceeding consensus; visible progress on this initiative enabling confidence to reaffirm full-year revenue guidance

Service is a Recurring Revenue Source

Fiscal 2017 Overview

- Fiscal 2017
 - Service revenue of \$204 million
 - >50% of FY17 revenue is service related
 - >90% installed base is under a service contract
 - Gross margin of 37%
- Identifiable pathway to 40% gross margin
 - Higher mix of newer systems with improved system reliability
 - Reduced parts consumption
 - Scale (installed base growth optimizes service headcount utilization)



Balance Sheet / Capital Structure Improvement

Significant progress in FY 2017 and early FY 2018 in restructuring and refinancing our convertible debt over the last 24-months:

Lowered **overall debt** exposure from \$215 million two years ago to \$154 million, assuming we retire the February 2018 convertible notes using the term loan and cash on hand

Lowered overall **convertible note** exposure from \$215 million two years ago to \$85 million, assuming we retire the remaining February 2018 convertible notes with cash, **which also avoids potential shareholder dilution**

As we continue to improve our cash position we intend to continue paying down debt to further our capital structure improvement initiatives

Reaffirming Fiscal 2018 Guidance

Revenue **\$390 million to \$400 million**

- Represents ~ 2 to 4 percent overall YoY growth
- Product revenue growth ~ 5 to 10 percent YoY

Gross Orders **Growth of approximately 5 percent**

Adj. EBITDA **\$25 million to \$30 million***

- Represents ~ 23 to 47 percent YoY growth

* For GAAP reconciliation from net income please refer to Appendix B of this deck

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Appendix

Appendix A

Reconciliation of GAAP Net Loss to Adjusted EBITDA

	Numbers in 000's	12/31/16	3/31/17	6/30/17	9/30/17
Net Income		\$ (9,369)	\$ (5,029)	\$ (5,255)	\$ (9,382)
Amortization of Intangibles (a)		1,989	1,988	1,681	36
Depreciation (b)		2,636	2,580	2,512	2,478
Stock-based Comp (c)		2,914	3,598	3,644	2,432
Interest Expense, Net (d)		3,172	3,138	7,358	6,820
Provision for Income Taxes		426	842	396	759
Adjusted EBITDA		1,768	7,117	10,336	3,143

(a) Consists of depreciation, primarily on property and equipment

(b) Consists of amortization of intangibles – developed technology and acquired patents.

(c) Consists of stock-based compensation in accordance with ASC 718.

(d) consists primarily of interest income from available-for-sale securities and interest expense associated with our convertible notes and term loan.

Appendix B

Reconciliation of Projected GAAP Net Loss to Adjusted EBITDA (FY'18)

	Numbers in 000's	FROM	TO
Net Income		\$ (20,600)	\$ (15,600)
Depreciation and Amortization (a)		10,400	10,400
Stock-based Comp (b)		13,000	13,000
Interest Expense, Net (c)		19,000	19,000
Provision for Income Taxes		3,200	3,200
Adjusted EBITDA		25,000	30,000

- (a) Consists of depreciation, primarily on property and equipment as well as amortization of intangibles – developed technology and acquired patents.
(b) Consists of stock-based compensation in accordance with ASC 718.
(c) consists primarily of interest income from available-for-sale securities and interest expense associated with our convertible notes and term loan.