

**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): **June 1, 2010 (May 25, 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:

- 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.**

On May 25, 2010, the Board of Directors (the "Board") of Accuray Incorporated (the "Company") adopted Corporate Governance Guidelines in order to help ensure that the Company is managed in the best long term interests of shareholders, promote effective functioning of the Board and its committees and provide a flexible framework within which the Board may conduct its oversight of the business of the Company. The Corporate Governance Guidelines address topics which include, without limitation, Board and committee structure and composition, Board and committee procedures, and the Board's roles and responsibilities.

In addition, the Corporate Governance Guidelines include Executive Officer and non-employee director stock ownership guidelines that take effect July 1, 2010, pursuant to which, non-employee directors and Executive Officers of the Company are encouraged to own shares of the Company's common stock, as follows:

*Non-employee directors:* the lesser of (a) the number of shares having a value equal to at least three times the non-employee director's regular annual cash retainer and (b) 10,000 shares;

*Chief Executive Officer:* the lesser of (a) the number of shares having a value equal to three times annual base salary and (b) 175,000 shares;

*Chief Financial Officer, Chief Operating Officer and Chief Marketing Officer:* the lesser of (a) the number of shares having a value equal to one times annual base salary and (b) 40,000 shares; and

*General Counsel:* the lesser of (a) the number of shares having a value equal to one times annual base salary and (b) 17,500 shares.

