

ACCURAY INC  
Form 8-K  
November 23, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**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): **November 23, 2010 (November 19, 2010)**

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**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)

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Registrant's telephone number, including area code: **(408) 716-4600**

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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))
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Accuray Incorporated (the Company) held its Annual Meeting of Stockholders on November 19, 2010. At the meeting:

- 1) Robert S. Weiss and Peter S. Fine were elected to serve as Class I directors of the Company until its 2013 Annual Meeting of Stockholders; and
  
- 2) The appointment of Grant Thornton LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2011 was ratified.

Set forth below, with respect to each such matter, are the number of votes cast for or against, the number of abstentions and the number of broker non-votes.

- 1) Election of Directors

| Nominee         | For        | Withhold | Broker Non-Vote |
|-----------------|------------|----------|-----------------|
| Robert S. Weiss | 33,946,358 | 805,838  | 17,126,871      |
| Peter S. Fine   | 33,952,347 | 799,849  | 17,126,871      |

- 2) Ratification of Appointment of Independent Registered Public Accounting Firm

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 51,066,553 | 730,165 | 82,349  | 0               |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ACCURAY INCORPORATED**

Dated: November 23, 2010

By:

/s/ Darren J. Milliken  
Darren J. Milliken  
*Senior Vice President, General Counsel &  
Corporate Secretary*