

ACCURAY INC
Form 8-K
March 18, 2011

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): **March 18, 2011**

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)

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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))
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Item 8.01. Other Events.

On March 18, 2011, Accuray Incorporated posted on its website, www accuray.com, a Notice of Settlement of the shareholder derivative litigation entitled In re Accuray, Inc. Shareholder Derivative Litigation, Case No. C 09-cv-05580-CW (the Litigation), currently pending in U.S. District Court for the Northern District of California (the District Court), which Litigation is described in the Company s annual and quarterly reports filed with the U.S. Securities and Exchange Commission. The proposed settlement is subject to final approval by the District Court at a hearing scheduled for May 5, 2011. The terms of the proposed settlement are described in the Notice of Settlement dated March 18, 2011, which is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Number | Description |
|--------|---|
| 99.1 | Notice of Settlement dated March 18, 2011 |

SIGNATURES

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

ACCURAY INCORPORATED

Date: March 18, 2011

By:

/s/ Darren J. Milliken

Darren J. Milliken

Senior Vice President, General Counsel & Corporate Secretary

EXHIBIT INDEX

| Number | Description |
|---------------|---|
| 99.1 | Notice of Settlement dated March 18, 2011 |