

Grey Holly  
 Form 3/A  
 September 15, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
^ Grey Holly		(Month/Day/Year)	ACCURAY INC [aray]	
(Last)	(First)	(Middle)	09/11/2008	
1315 CHESAPEAKE TERRACE			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
SUNNYVALE, CA 94089			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) SVP Finance	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			09/15/2008	
1. Title of Security (Instr. 4)		2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
common	6,000 <sup>(1)</sup>	D	^	
common	1,000 <sup>(2)</sup>	D	^	

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
--	--	---	---	---	---

## Edgar Filing: Grey Holly - Form 3/A

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	03/03/2009 <sup>(3)</sup>	04/30/2018 <sup>(4)</sup>	Common	50,000	\$ 7.83	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grey Holly 1315 CHESAPEAKE TERRACE SUNNYVALE, CA 94089	Â	Â	Â SVP Finance	Â

## Signatures

Lori Serrano on behalf of  
Holly Grey

09/15/2009

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The restricted stock units (RSUs) are released as they vest. A total of 25% of the entire number of shares subject to this RSU grant
- (1) become vested and are released on the first anniversary of the vesting commencement date and the remaining shares subject to this RSU vest and are released at a rate of 25% a year on each anniversary on the vesting commencement date over the remaining three years.
  - (2) These shares were omitted from the reporting person's original Form 3 and were also omitted from one Form 5 filed by the reporting person after her original Form 3 was filed.
- The options are exercisable as they vest. A total of 25% of the entire number of shares subject to this stock option becomes vested and
- (3) fully exercisable on the first anniversary of the vesting commencement date and the remaining shares subject to this stock option vest and become exercisable in equal monthly installments, ratably over the following 36 months.
  - (4) The original Form 3 filed indicated an expiration date of 04/30/2017 when it should have indicated an expiration date of 04/30/2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.