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18 UNITED STATES DISTRICT COURT  
 19 NORTHERN DISTRICT OF CALIFORNIA  
 20 OAKLAND DIVISION

21 In re ACCURAY INC. SECURITIES	)	Master File No. 4:09-cv-03362-CW
22 LITIGATION	)	
_____	)	<u>CLASS ACTION</u>
23	)	
24 This Document Relates To:	)	PROOF OF CLAIM AND RELEASE
_____	)	
25 ALL ACTIONS.	)	EXHIBIT A-2
_____	)	

1 **I. GENERAL INSTRUCTIONS**

2 1. To recover as a Member of the Settlement Class based on your claims in the action  
3 entitled *In re Accuray Inc. Sec. Litig.*, Master File No. 4:09-cv-03362-CW (the “Litigation”), you  
4 must complete and, on page 4 hereof, sign this Proof of Claim and Release form (“Proof of Claim”).  
5 If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim  
6 may be rejected and you may be precluded from any recovery from the Net Settlement Fund created  
7 in connection with the proposed Settlement of the Litigation.

8 2. Submission of this Proof of Claim, however, does not assure that you will share in the  
9 proceeds of settlement in the Litigation.

10 3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM  
11 POSTMARKED ON OR BEFORE SEPTEMBER 12, 2011, ADDRESSED AS FOLLOWS:

12 *Accuray Securities Litigation*  
13 Claims Administrator  
14 c/o Gilardi & Co. LLC  
P.O. Box 8040  
San Rafael, CA 94912-8040

15 If you are NOT a Member of the Settlement Class, as defined in the Notice of Pendency and  
16 Proposed Settlement of Class Action (“Notice”), DO NOT submit a Proof of Claim.

17 4. If you are a Member of the Settlement Class, you are bound by the terms of any  
18 judgment entered in the Litigation, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

19 **II. DEFINITIONS**

20 1. “Defendants” means Accuray Inc. and the Individual Defendants, as defined below.

21 2. “Individual Defendants” means Euan S. Thomson, Robert E. McNamara, John R.  
22 Adler, Jr., Wade B. Hampton and Ted Tu.

23 3. “Released Parties” means each and all of the Defendants and each and all of their  
24 Related Parties.

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27

PROOF OF CLAIM AND RELEASE - 4:09-cv-03362-CW

S:\eFiling\Accuray\Settlement\Revised Proposed Preliminary Approval Filing 6-2-11\Exhibit A2 Proof of Claim and Release.DOC

1 **III. CLAIMANT IDENTIFICATION**

2 1. If you purchased Accuray common stock and held the certificate(s) in your name, you  
3 are the beneficial owner as well as the record holder. If, however, the certificate(s) were registered  
4 in the name of a third party, such as a brokerage firm or other nominee, you are the beneficial owner  
5 and the third party is the record holder.

6 2. Use Part I of this form entitled “Claimant Identification” to identify each holder of  
7 record (“nominee”), if different from the beneficial owner of Accuray common stock that forms the  
8 basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL**  
9 **OWNER(S), OR A PERSON AUTHORIZED TO ACT ON BEHALF OF SUCH OWNER(S) OF**  
10 **THE ACCURAY COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

11 3. All joint owners (or a Person authorized to act on the owner’s behalf) must sign this  
12 claim. Executors, administrators, guardians, conservators, trustees, or others authorized to act on  
13 behalf of a beneficial owner, must complete and sign this claim on behalf of Persons represented by  
14 them and their authority must accompany this claim and their titles or capacities must be stated. The  
15 Social Security (or taxpayer identification) number and telephone number of the beneficial owner  
16 may be used in verifying the claim. Failure to provide the foregoing information could delay  
17 verification of your claim or result in rejection of the claim.

18 **IV. CLAIM FORM**

19 1. Use Part II of this form entitled “Schedule of Transactions in Accuray Common  
20 Stock” to supply all required details of your transaction(s) in Accuray common stock. If you need  
21 more space or additional schedules, attach separate sheets giving all of the required information in  
22 substantially the same form. Sign and print or type your name on each additional sheet.

23 2. On the schedules, provide all of the requested information with respect to all of your  
24 purchases and all of your sales of Accuray common stock that took place at any time between  
25 February 7, 2007 and August 19, 2008, inclusive (the “Settlement Class Period”), and any sales  
26

1 between August 20, 2008 and November 17, 2008, whether such transactions resulted in a profit or a  
2 loss. Failure to report all such transactions may result in the rejection of your claim.

3 3. List each transaction in the Settlement Class Period separately and in chronological  
4 order, by trade date, beginning with the earliest. You must accurately provide the month, day and  
5 year of each transaction you list.

6 4. The date of covering a “short sale” is deemed to be the date of purchase of Accuray  
7 common stock. The date of a “short sale” is deemed to be the date of the sale of Accuray common  
8 stock.

9 5. Broker confirmations or other documentation of your transactions in Accuray  
10 common stock should be attached to your claim. Failure to provide this documentation could delay  
11 verification of your claim or result in rejection of your claim.

12 6. The above requests are designed to provide the minimum amount of information  
13 necessary to process the most simple claims. The Claims Administrator may request additional  
14 information as required to efficiently and reliably calculate your losses. In some cases where the  
15 Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the  
16 Settlement Class with the information provided, the Claims Administrator may condition acceptance  
17 of the claim upon the production of additional information and/or the hiring of an accounting expert  
18 at the Claimant’s cost.

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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

*In re Accuray Inc. Sec. Litig.*

Master File No. 4:09-cv-03362-CW

PROOF OF CLAIM AND RELEASE

Must Be Postmarked No Later Than:

September 12, 2011

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's Name (First, Middle, Last)

Street Address

City State Zip Code

Foreign Province Foreign Country

Social Security Number or Taxpayer Identification Number Individual Corporation/Other

Area Code Telephone Number (work)

Area Code Telephone Number (home)

Record Holder's Name (if different from beneficial owner listed above)

PROOF OF CLAIM AND RELEASE - 4:09-cv-03362-CW

1 PART II: SCHEDULE OF TRANSACTIONS IN ACCURAY COMMON STOCK

2 A. Purchases of Accuray common stock (February 7, 2007 – August 19, 2008,  
3 inclusive):

Trade Date	Number of Shares	Total
Month Day Year	Purchased	Purchase Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

7 IMPORTANT: Identify by number listed above all purchases in which you covered a  
8 “short sale”: \_\_\_\_\_.

9 B. Sales of Accuray common stock (February 7, 2007 – November 17, 2008,  
10 inclusive):

Trade Date	Number of Shares	Total
Month Day Year	Sold	Sales Price
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

14 C. Number of shares of Accuray common stock held at the close of trading on August  
15 19, 2008: \_\_\_\_\_.

16 D. Number of shares of Accuray common stock held at the close of trading on  
17 November 17, 2008: \_\_\_\_\_.

18 If you require additional space, attach extra schedules in the same format as above. Sign and print  
19 your name on each additional page.

20 YOU MUST READ AND SIGN THE RELEASE ON PAGE \_\_\_\_\_. FAILURE TO SIGN  
21 THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF  
22 YOUR CLAIM.  
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1 **V. SUBMISSION TO JURISDICTION OF COURT AND**  
2 **ACKNOWLEDGMENTS**

3 I (We) submit this Proof of Claim and Release form under the terms of the Stipulation of  
4 Settlement, dated as of April 27, 2011 (“Stipulation”), described in the Notice. I (We) also submit to  
5 the jurisdiction of the United States District Court for the Northern District of California, with  
6 respect to my (our) claim as a Settlement Class Member (as defined in the Notice) and for purposes  
7 of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by  
8 and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to  
9 furnish additional information to Lead Counsel to support this claim if required to do so. I (We)  
10 have not submitted any other claim covering the same purchases or sales of Accuray common stock  
11 during the Settlement Class Period and know of no other Person having done so on my (our) behalf.

12 **VI. RELEASE**

13 1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully,  
14 finally and forever settle, release, relinquish and discharge, all of the Released Claims against each  
15 and all of the Defendants and each and all of their “Related Parties” defined as each of a Defendant’s  
16 past or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, principals,  
17 controlling shareholders, attorneys, accountants, auditors, underwriters, investment advisors,  
18 personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint  
19 ventures, assigns, spouses, heirs, estates, related or affiliated entities, any entity in which a  
20 Defendant has a controlling interest, any members of an Individual Defendant’s immediate family,  
21 any trust of which an Individual Defendant is the settlor or which is for the benefit of an Individual  
22 Defendant and/or any member of an Individual Defendant’s immediate family, and any entity in  
23 which a Defendant and/or any member of an Individual Defendant’s immediate family has or have a  
24 controlling interest (directly or indirectly).

25 2. “Released Claims” shall collectively mean all claims (including Unknown Claims as  
26 defined below), demands, rights, liabilities and causes of action of every nature and description  
27 whatsoever, known or unknown, contingent or absolute, mature or immature, discoverable or

1 undiscoverable, whether concealed or hidden, suspected or unsuspected, which now exist, or  
2 heretofore have existed, asserted or that could have been asserted by the Lead Plaintiffs or any  
3 Settlement Class Member against the Defendants and their Related Parties based upon or arising out  
4 of both (a) the facts, transactions, events, occurrences, disclosures, statements, acts, omissions or  
5 failures to act which were or could have been alleged in the Litigation and (b) the purchase or  
6 acquisition of Accuray securities by the Lead Plaintiffs or any Settlement Class Member during the  
7 Settlement Class Period.

8 3. “Unknown Claims” means collectively any Released Claims that the Lead Plaintiffs  
9 or any Settlement Class Member does not know or suspect to exist in his, her or its favor at the time  
10 of the release of the Released Parties which, if known by him, her or it, might have affected his, her  
11 or its settlement with and release of the Released Parties, or might have affected his, her or its  
12 decision not to object to or opt out of this Settlement. With respect to any and all Released Claims,  
13 the Settling Parties stipulate and agree that, upon the Effective Date, Lead Plaintiffs shall expressly  
14 waive, and each of the Settlement Class Members shall be deemed to have waived, and by operation  
15 of the Judgment shall have waived, the provisions, rights and benefits of California Civil Code  
16 §1542, which provides:

17 **A general release does not extend to claims which the creditor does not**  
18 **know or suspect to exist in his or her favor at the time of executing the release,**  
19 **which if known by him or her must have materially affected his or her**  
20 **settlement with the debtor.**

21 Lead Plaintiffs shall expressly waive and each of the Settlement Class Members shall be deemed to  
22 have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights  
23 and benefits conferred by any law of any state or territory of the United States, or principle of  
24 common law, which is similar, comparable or equivalent to California Civil Code §1542. Lead  
25 Plaintiffs and Settlement Class Members may hereafter discover facts in addition to or different from  
26 those which he, she or it now knows or believes to be true with respect to the subject matter of the  
27 Released Claims, but Lead Plaintiffs shall expressly fully, finally and forever settle and release, and  
each Settlement Class Member, upon the Effective Date, shall be deemed to have, and by operation



1 of the Judgment shall have, fully, finally, and forever settled and released, any and all Released  
2 Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not  
3 concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity  
4 now existing or coming into existence in the future, including, but not limited to, conduct which is  
5 negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to  
6 the subsequent discovery or existence of such different or additional facts. Lead Plaintiffs  
7 acknowledge, and the Settlement Class Members shall be deemed by operation of the Judgment to  
8 have acknowledged, that the foregoing waiver was separately bargained for and a key element of the  
9 Settlement of which this release is a part.

10 4. This release shall be of no force or effect unless and until the Court approves the  
11 Stipulation and it becomes effective on the Effective Date.

12 5. I (We) hereby warrant and represent that I (we) have not assigned or transferred or  
13 purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this  
14 release or any other part or portion thereof.

15 6. I (We) hereby warrant and represent that I (we) have included information about all  
16 of my (our) transactions in Accuray common stock that occurred during the Settlement Class Period  
17 as well as the number of shares of Accuray common stock held by me (us) at the close of trading on  
18 August 19, 2008, and the number of shares of Accuray common stock held at the close of trading on  
19 November 17, 2008.

20 7. I (We) hereby warrant and represent that I am (we are) not excluded from the  
21 Settlement Class, as defined in the Notice of Pendency and Proposed Settlement of Class Action.

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1 I (We) declare under penalty of perjury under the laws of the United States of America that  
2 the foregoing information supplied by the undersigned is true and correct.

3 Executed this \_\_\_\_\_ day of \_\_\_\_\_,  
4 (Month/Year)

5 in \_\_\_\_\_, \_\_\_\_\_.  
6 (City) (State/Country)

7 \_\_\_\_\_  
8 (Sign your name here)

9 \_\_\_\_\_  
10 (Type or print your name here)

11 \_\_\_\_\_  
12 (Capacity of person(s) signing, *e.g.*,  
13 Beneficial Owner,  
14 Executor or Administrator)

14 ACCURATE CLAIMS PROCESSING TAKES A  
15 SIGNIFICANT AMOUNT OF TIME.  
16 THANK YOU FOR YOUR PATIENCE.

17 Reminder Checklist:

- 18 1. Please sign the above release and declaration.  
19 2. Remember to attach supporting documentation, if available.  
20 3. Do not send original stock certificates.  
21 4. Keep a copy of your claim form for your records.  
22 5. If you desire an acknowledgment of receipt of your claim form, please send it

23 Certified Mail, Return Receipt Requested.

- 24 6. If you move, please send us your new address.  
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