

CRAY INC
Form 8-K
December 18, 2017

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): December 14, 2017

CRAY INC.

(Exact name of registrant as specified in its charter)

Washington	0-26820	93-0962605
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

901 Fifth Avenue, Suite 1000	98164
Seattle, WA	
(Address of Principal Executive Offices) (Zip Code)	
Registrant's telephone number, including area code: (206) 701-2000	
Registrant's facsimile number, including area code: (206) 701-2500	
None	
(Former name or former address if changed since last report.)	

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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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
Compensatory Arrangements of Certain Officers.

(d) On December 14, 2017, the Board of Directors of Cray Inc. (“Cray”) authorized an increase in the size of the Board of Directors from seven to eight members, and, upon the recommendation of its Corporate Governance Committee, elected Catriona M. Fallon as a director of Cray. The election of Ms. Fallon was not made pursuant to any arrangement or understanding between her and any other person, and Ms. Fallon does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

As a non-employee director of Cray, Ms. Fallon receives compensation in accordance with Cray’s non-employee director compensation practices. This compensation consists of an annual retainer for her service on the Board of Directors in the amount of \$50,000. Additionally, upon her appointment, Ms. Fallon was granted a fully vested option to purchase 20,000 shares of Cray’s common stock, with an exercise price equal to the fair market value of Cray’s common stock on The Nasdaq Global Market on the trading day immediately prior to the date of the grant. In addition, Cray has entered into an indemnification agreement with Ms. Fallon in the same form as previously entered into by Cray with its other non-employee directors.

Item 8.01. Other Events.

On December 18, 2017, Cray issued a press release announcing the election of Ms. Fallon as a director of Cray. The press release is attached to this report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

99.1 Press Release of Cray Inc., dated December 18, 2017

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 thereunto duly authorized.

Date: December 18, 2017

Cray Inc.

By: /s/ MICHAEL C. PIRAINO

Michael C. Piraino

Senior Vice President Administration, General Counsel and Corporate Secretary