

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Fairchild Charles Daniel</u> (Last) (First) (Middle) <u>C/O CRAY INC., 901 FIFTH AVENUE</u> <u>SUITE 1000</u> (Street) <u>SEATTLE WA 98164</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CRAY INC [CRAY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Corp. Controller & CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/25/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/25/2019		D		25,609	D	\$35 ⁽¹⁾	0	D	
Common Stock	09/25/2019		D		210	D	\$35 ⁽¹⁾	0	I	By 401(k) plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit (RSU)	(2)	09/25/2019		D			875	(3)	(3)	Common Stock	875	(4)	0	D	
Restricted Stock Unit (RSU)	(2)	09/25/2019		D			5,500	(5)	(5)	Common Stock	5,500	(4)	0	D	
Restricted Stock Unit (RSU)	(2)	09/25/2019		D			6,750	(6)	(6)	Common Stock	6,750	(4)	0	D	
Restricted Stock Unit (RSU)	(2)	09/25/2019		D			8,000	(7)	(7)	Common Stock	8,000	(4)	0	D	
Stock option (right to buy)	\$5.08	09/25/2019		D			8,000	(8)	05/17/2020	Common Stock	8,000	(9)	0	D	
Stock option (right to buy)	\$6.08	09/25/2019		D			15,000	(10)	11/16/2021	Common Stock	15,000	(9)	0	D	
Stock option (right to buy)	\$12.08	09/25/2019		D			10,000	(11)	07/01/2022	Common Stock	10,000	(9)	0	D	
Stock option (right to buy)	\$19.64	09/25/2019		D			11,000	(12)	07/01/2023	Common Stock	11,000	(9)	0	D	
Stock option (right to buy)	\$26.58	09/25/2019		D			5,000	(13)	05/21/2024	Common Stock	5,000	(9)	0	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock option (right to buy)	\$27.83	09/25/2019		D			4,000	(14)	05/06/2025	Common Stock	4,000	(9)	0	D	
Stock option (right to buy)	\$31.45	09/25/2019		D			3,500	(15)	05/19/2026	Common Stock	3,500	(9)	0	D	

Explanation of Responses:

- Disposed of pursuant to the merger agreement among Issuer, Canopy Merger Sub, Inc., and Hewlett Packard Enterprise Company ("HPE") dated May 16, 2019 (the "Merger Agreement") for a payment of \$35.00 in cash (the "Merger Consideration") on the closing date of the merger (the "Closing Date").
- Each restricted stock unit represents a contingent right to receive one share of the issuer's Common Stock.
- On May 19, 2016, the reporting person was granted 3,500 restricted stock units, with one quarter vesting on each of May 19, 2017, May 19, 2018, May 19, 2019 and May 19, 2020, subject to the reporting person's provision of service to the issuer on each vesting date.
- The RSUs were assumed by HPE and converted into RSUs relating to a number of shares of HPE common stock determined in accordance with the formula set forth in the Merger Agreement.
- On May 18, 2017, the reporting person was granted 11,000 restricted stock units, with one quarter vesting on each of May 18, 2018, May 18, 2019, May 18, 2020 and May 18, 2021, subject to the reporting person's provision of service to the issuer on each vesting date.
- On May 16, 2018, the reporting person was granted 9,000 restricted stock units, with one-quarter vesting on each of May 16, 2019, May 16, 2020, May 16, 2021 and May 16, 2022, subject to the reporting person's provision of service to the issuer on each vesting date.
- On May 2, 2019, the reporting person was granted 8,000 restricted stock units, with one-quarter vesting on each of May 2, 2020, May 2, 2021, May 2, 2022, and May 2, 2023 subject to the reporting person's provision of service to the issuer on each vesting date.
- The option was 100% vested and exercisable on May 17, 2014.
- To the extent vested, the option was cancelled and converted on the Closing Date into a cash payment equal to the product of (a) the aggregate number of underlying shares multiplied by (b) the excess of the Merger Consideration over the applicable per share exercise price of such option. To the extent unvested, the option was converted on the Closing Date into an option to acquire a number of shares of HPE common stock determined in accordance with the formula set forth in the Merger Agreement.
- The option was 100% vested and exercisable on November 16, 2015.
- The option was 100% vested and exercisable on July 1, 2016.
- The option was 100% vested and exercisable on July 1, 2017.
- The option was 100% vested and exercisable on May 21, 2018.
- The option was 100% vested and exercisable on May 6, 2019.
- One-quarter of these shares vested on May 19, 2016 and 1/48th of these shares vest monthly thereafter, with 100% of the total shares vested and exercisable on May 19, 2020, subject to the reporting person's provision of service to the issuer on each vesting date.

Remarks:

/s/ Michael C. Piraino as
attorney-in-fact for Charles D. Fairchild 09/27/2019

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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