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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CRAY INC.

(Exact Name of Registrant as Specified in Its Charter)

Washington
(State or Other Jurisdiction
of Incorporation or Organization)

93-0962605
(I.R.S. Employer
Identification No.)

901 Fifth Avenue, Suite 1000
Seattle, WA
(Address of Principal Executive Offices)

98164
(Zip Code)

Cray Inc.
2013 Equity Incentive Plan
(as adopted March 26, 2013)
(as amended and restated June 11, 2019)
(Full Title of the Plan)

Peter J. Ungaro
President and Chief Executive Officer
Cray Inc.

901 Fifth Avenue, Suite 1000
Seattle, Washington 98164
(Name and Address of Agent For Service)
(206) 701-2000
(Telephone Number, including area code, of agent for service)

Copies to:

Alan C. Smith
James D. Evans
Fenwick & West LLP
1191 2nd Avenue, 10th Floor
Seattle, Washington, 98101
(206) 389-4510

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company
 Emerging growth company

If 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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 par value per share	1,500,000 (2)	\$34.59 (3)	\$51,885,000 (3)	\$6,288.46 (3)
TOTAL	1,500,000	N/A	\$51,885,000	\$6,288.46

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the Registrant’s Common Stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant’s Common Stock.

(2) Represents an additional 1,500,000 shares reserved for issuance under the Cray Inc. 2013 Equity Incentive Plan, as amended and restated.

(3) Calculated solely for the purposes of this offering under Rules 457(c) and (h) of the Securities Act on the basis of the average of the high and low prices of the Registrant’s Common Stock as reported on the Nasdaq Global Select Market on August 7, 2019.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement for purposes of registering 1,500,000 shares of common stock, par value \$0.01 per share (“*Common Stock*”), of Cray Inc. (the “*Registrant*”) to be offered to participants under the Registrant’s 2013 Equity Incentive Plan, as amended and restated (the “*Amended and Restated Plan*”). The Amended and Restated Plan was approved by the Registrant’s shareholders at its 2019 Annual Meeting of Shareholders on June 11, 2019. This Registration Statement hereby incorporates by reference the contents of the Registrant’s Registration Statements on Form S-8 filed with the Commission on June 14, 2013 (Registration No. 333-189304) and on August 4, 2016 (Registration No. 333-212906) (the “*Prior Registration Statements*”). This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate and is filed in accordance with General Instruction E to Form S-8. Accordingly, pursuant to General Instruction E, the Registrant hereby incorporates by reference herein the contents of the Prior Registration Statements and hereby deems such contents to be a part hereof, except as otherwise updated or modified by this Registration Statement.

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Restated Articles of Incorporation of the Registrant, as currently in effect.	8-K	000-26820	3.3	6/8/2006	
4.2	Amended and Restated Bylaws of the Registrant, as currently in effect.	8-K	000-26820	3.1	2/12/2007	
4.3	First Amendment to Amended and Restated Bylaws.	8-K	000-26820	3.1	4/19/2012	
4.4	Second Amendment to Amended and Restated Bylaws.	8-K	000-26820	3.1	2/28/2017	
4.5	Third Amendment to Amended and Restated Bylaws.	8-K	000-26820	3.1	5/17/2019	
4.6	Fourth Amendment to Amended and Restated Bylaws.	8-K	000-26820	3.1	6/24/2019	
5.1	Opinion of Fenwick & West LLP.					X
23.1	Consent of Peterson Sullivan LLP, independent registered public accounting firm.					X
23.2	Consent of Fenwick & West LLP (contained in Exhibit 5.1).					X
24.1	Power of Attorney (incorporated by reference to Page 5 of this Registration Statement).					X
99.1	Cray Inc. 2013 Equity Incentive Plan (as amended and restated).	DEF 14A	000-26820	Appendix A	4/18/2019	
99.2	Form of 2013 Equity Incentive Plan Notice of Stock Option Grant and Stock Option Award Agreement	8-K	000-26820	99.1	7/3/2013	
99.3	Form of 2013 Equity Incentive Plan Notice of Restricted Stock Award and Restricted Stock Purchase Agreement	8-K	000-26820	99.2	7/3/2013	
99.4	Form of 2013 Equity Incentive Plan Notice of Restricted Stock Award and Restricted Stock Purchase Agreement	8-K	000-26820	10.1	12/17/2014	
99.5	Form of 2013 Equity Incentive Plan Notice of Stock Option Grant and Stock Option Award Agreement	8-K	000-26820	10.2	12/17/2014	
99.6	Form of 2013 Equity Incentive Plan Notice of Restricted Stock Unit Award and Restricted Stock Unit Award Agreement	8-K	000-26820	10.3	12/17/2014	
99.7	Form of 2013 Equity Incentive Plan Notice of Stock Appreciation Right Award Grant and Stock Appreciation Right Award Agreement	8-K	000-26820	10.4	12/17/2014	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on August 9, 2019.

Cray Inc.

By: /s/ Peter J. Ungaro
Peter J. Ungaro
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Cray Inc., a Washington corporation, do hereby constitute and appoint Peter J. Ungaro, President, Chief Executive Officer and Director, the lawful attorney-in-fact and agent with full power and authority to do any and all acts and things and to execute any and all instruments which said attorney and agent determines may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that the said attorney and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on August 9, 2019.

Signature	Title
By /s/ PETER J. UNGARO _____ Peter J. Ungaro	Chief Executive Officer, President and Director (Principal Executive Officer)
By /s/ BRIAN C. HENRY _____ Brian C. Henry	Chief Financial Officer and Executive Vice President (Principal Financial Officer)
By /s/ CHARLES D. FAIRCHILD _____ Charles D. Fairchild	Chief Accounting Officer, Controller and Vice President (Principal Accounting Officer)
By /s/ PRITHVIRAJ BANERJEE _____ Prithviraj Banerjee	Director
By /s/ CATRIONA M. FALLON _____ Catriona M. Fallon	Director
By /s/ STEPHEN E. GOLD _____ Stephen E. Gold	Director
By /s/ STEPHEN C. KIELY _____ Stephen C. Kiely	Director
By /s/ SALLY G. NARODICK _____ Sally G. Narodick	Director
By /s/ DANIEL C. REGIS _____ Daniel C. Regis	Director
By /s/ MAX L. SCHIRESON _____ Max L. Schireson	Director
By /s/ BRIAN V. TURNER _____ Brian V. Turner	Director



1191 SECOND AVENUE, 10TH FLOOR SEATTLE, WA 98101
TEL 206.389.4510 FAX 206.389.4511 WWW.FENWICK.COM

August 9, 2019

Cray Inc.
901 Fifth Avenue, Suite 1000
Seattle, Washington 98164

Ladies and Gentlemen:

At your request, as your counsel, we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by Cray Inc., a Washington corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") on or about August 9, 2019 in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 1,500,000 shares (the "**Shares**") of the Company's common stock, \$0.01 par value per share (the "**Common Stock**"), subject to issuance by the Company upon the exercise or settlement of awards (including awards of stock options, restricted stock, stock appreciation rights, restricted stock units and/or performance shares) granted or to be granted under the Company's 2013 Equity Incentive Plan, as amended and restated to date (the "**Plan**"). At your request we are providing this letter to express our opinion on the matters set forth below in this letter ("**our opinion**").

In connection with our opinion, we have examined such matters of fact as we have deemed necessary, which included examination of originals or copies of: the Company's current Articles of Incorporation and Bylaws, as amended (collectively, the "**Charter Documents**"), the Plan, the Registration Statement and the exhibits thereto, certain corporate proceedings of the Company's Board of Directors (the "**Board**") and the Company's shareholders relating to adoption or approval of the Company Charter Documents, the Plan, the reservation of the Shares for sale and issuance, the filing of the Registration Statement and the registration of the Shares under the Securities Act and documents regarding the Company's outstanding and reserved capital stock and other securities and such other documents as we have deemed advisable, and we have examined such questions of law as we have considered necessary.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the authenticity and completeness of all documents submitted to us as originals, the genuineness of signatures on documents reviewed by us, the conformity to originals and the completeness of all documents submitted to us as copies, the legal capacity of all parties executing any documents (other than the Company), the lack of any undisclosed termination or modification or waiver of any document, the absence of any extrinsic agreements or documents that might change or affect the interpretation or terms of documents, and the due authorization, execution and delivery of all documents by each party thereto other than the Company. We have also assumed that any certificates or instruments representing the Shares, when issued, will be executed by the Company by officers of the Company duly authorized to do so. In rendering our opinion, we have also relied upon a Certificate of Existence dated August 8, 2019 issued by the Washington Secretary of State with respect to the Company and representations and certifications made to us by the Company, including without limitation representations in a Management Certificate addressed to us of even date herewith that the Company has available a sufficient number of authorized shares of Common Stock that are not currently outstanding or reserved for issuance under other outstanding securities or plans of the Company, to enable the Company to issue and deliver all of the Shares as of the date of this letter.

We render this opinion only with respect to, and we express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing Washington Business Corporation Act now in effect. We express no opinion with respect to the securities or “blue sky” laws of any state.

Based upon, and subject to, the foregoing, it is our opinion that when the 1,500,000 Shares of Common Stock that may be issued and sold by the Company upon the exercise or settlement of awards (including any stock option, restricted stock, stock appreciation right, restricted stock unit or award of performance shares) granted or to be granted under the Plan have been issued and sold by the Company against the Company’s receipt of payment therefor (in an amount and type of consideration not less than the par value per Share) in accordance with the terms (including without limitation payment and authorization provisions) of the Plan and have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, such Shares will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectus constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder. This opinion is intended solely for use in connection with the issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

FENWICK & WEST LLP

By: /s/ David K. Michaels
David K. Michaels, a Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Cray Inc. of our reports dated February 12, 2019, relating to our audits of the consolidated financial statements of Cray Inc. and Subsidiaries (“the Company”) and the effectiveness of the Company’s internal control over financial reporting appearing in the Annual Report on Form 10-K of Cray Inc. for the year ended December 31, 2018.

/s/ PETERSON SULLIVAN LLP

Seattle, Washington
August 9, 2019