

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

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 20, 2019

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**CRAY INC.**

(Exact name of registrant as specified in its charter)

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**Washington**  
(State or other Jurisdiction  
of Incorporation)

**0-26820**  
(Commission  
File Number)

**93-0962605**  
(IRS Employer  
Identification No.)

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

**98164**  
(Zip Code)

**Registrant's telephone number, including area code: (206) 701-2000**

**None**

(Former name or former address if changed since last report.)

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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))

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 February 20, 2019, the Board of Directors of Cray Inc. (“**Cray**”) authorized an increase in the size of the Board of Directors from eight to nine members, and, upon the recommendation of its Corporate Governance Committee, elected Stephen E. Gold as a director of Cray and a member of the Board’s Strategic Technology Assessment Committee. The election of Mr. Gold was not made pursuant to any arrangement or understanding between him and any other person, and Mr. Gold 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, Mr. Gold receives compensation in accordance with Cray’s non-employee director compensation practices. This compensation consists of an annual retainer for his service on the Board of Directors in the amount of \$50,000. Additionally, upon his appointment, Mr. Gold 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 Mr. Gold in the same form as previously entered into by Cray with its other non-employee directors.

**Item 8.01.   Other Events.**

On February 21, 2019, Cray issued a press release announcing the election of Mr. Gold 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 February 21, 2019](#)

**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: February 21, 2019

Cray Inc.

By: /s/ MICHAEL C. PIRAINO

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Michael C. Piraino  
Senior Vice President Administration, General  
Counsel and Corporate Secretary



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## CRAY ELECTS STEPHEN GOLD TO BOARD OF DIRECTORS

**SEATTLE - February 21, 2019** - Global supercomputer leader Cray Inc. (Nasdaq:CRAY) today announced that the Board of Directors has elected Stephen E. Gold as a member of the Board and appointed him to the Strategic Technology Assessment Committee.

Mr. Gold has over 30 years of Fortune 100 and entrepreneurship experience. Notably, Gold was group CMO and vice president business development of IBM Watson, where he was one of the principal business architects responsible for designing and delivering next-generation AI technology.

Mr. Gold is currently the chief commercial officer at HZO, a privately-held global technology solutions company that provides manufacturers and device makers with protective nanocoatings to prevent damage caused by exposure to the elements.

Prior to joining HZO, Gold was general manager of the connected enterprise (IoT) division at Honeywell, vice president marketing and sales operations at IBM Watson and CMO at SPSS, which was acquired by IBM. He has also held executive-level positions at Aberdeen Group, Azerity - now part of Model N, and Digital Market - now part of Oracle.

Mr. Gold received his Bachelor of Science degree in Mechanical Engineering from the University of Illinois and graduated with distinction with an MBA from Carnegie Mellon's Tepper School of Business.

"I am very pleased to join the Cray team at a very exciting time for the Company," said Gold. "Cray is more than an iconic brand and company, it is meeting and exceeding the challenges industry and governments face by the convergence of supercomputing, big data and artificial intelligence. I look forward to serving as a board member and working closely with Cray's leadership team."

"We are very excited to have Steve as part of our team at Cray," said Peter Ungaro, president and CEO of Cray. "He has an exceptional background and experience in some of our key growth areas which will help us as we strive to serve a broader set of customers whose computing portfolio is expanding in the wake of digital transformation in areas such as AI and IoT."

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### About Cray Inc.

Cray Inc. (Nasdaq:CRAY) combines computation and creativity so visionaries can keep asking questions that challenge the limits of possibility. Drawing on more than 45 years of experience, Cray develops the world's most advanced supercomputers, pushing the boundaries of performance, efficiency and scalability. Cray continues to innovate today at the convergence of data and discovery, offering a comprehensive portfolio of supercomputers, high-performance storage, data analytics and artificial intelligence solutions. Go to [www.cray.com](http://www.cray.com) for more information.

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