

CRAY INC  
Form DEFA14A  
April 18, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to §240.14a-12

Cray Inc.

(Name of  
Registrant  
as  
Specified  
In Its  
Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☐ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the  
Annual Meeting of Shareholders to Be Held on June 11, 2019.

CRAY INC.

Meeting Information

Meeting Type: Annual Meeting  
For holders as of: April 5, 2019  
Date: June 11, 2019 Time: 3:00 P.M. Pacific  
Time

CRAY INC.

901 FIFTH AVENUE, STE.1000  
SEATTLE, WA 98164  
ATTN: LEGAL DEPARTMENT

Location: 901 Fifth Avenue  
Fifth Avenue Conference Room  
Seattle, WA 98164

You are receiving this communication because  
you hold shares in the company named above.

This is not a ballot. You cannot use this notice  
to vote these shares. This communication  
presents only an overview of the more  
complete proxy materials that are available to  
you on the internet. You may view the proxy  
materials online at [www.proxyvote.com](http://www.proxyvote.com) or  
easily request a paper copy (see reverse side).

We encourage you to access and review all of  
the important information contained in the  
proxy materials before voting.

See the reverse side of this notice to obtain  
proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a PAPER or E-MAIL

Copy:

If you wish to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions, and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 28, 2019 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends that you vote  
FOR

the following nominees:

1. Election of Directors, each to serve a one-year term.

Nominees:

1a. Prithviraj Banerjee

1b. Catriona M. Fallon 1f. Daniel C. Regis

1c. Stephen E. Gold 1g. Max L. Schireson

1d. Stephen C. Kiely 1h. Brian V. Turner

1e. Sally G. Narodick 1i. Peter J. Ungaro

The Board of Directors recommends that you vote  
FOR proposal 2:

- To vote, on an advisory and non-binding basis,
2. to approve the compensation of our Named Executive Officers.

The Board of Directors recommends that you vote  
FOR proposal 3:

- To vote on the amendment and restatement of
3. our 2013 Equity Incentive Plan, as amended and restated.

The Board of Directors recommends that you vote  
FOR proposal 4:

- To ratify the appointment of Peterson Sullivan
4. LLP as our independent registered public accounting firm for the year ending December 31, 2019.

NOTE: Such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

