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CRAY INC
Form POS AM
October 24, 2001

As filed with the Securities and Exchange Commission on October 24, 2001
Registration No. 333-57954

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1 to
Form S-3 Registration Statement
Under the Securities Act of 1933

CRAY INC.
(Exact name of registrant as specified in its charter)

WASHINGTON 93-0962605

(State or other jurisdiction (IRS Employer of
incorporation or organization) Identification No.)

411 First Avenue South
Suite 600
Seattle, WA 98104
(206) 701-2000 (telephone)
(206) 701-2500 (facsimile)
(Address, including zip code, and telephone and facsimile numbers,
including area code, of principal executive offices)

Kenneth W. Johnson, Chief Financial Officer
Cray Inc.
411 First Avenue South
Suite 600
Seattle, WA 98104
(206) 701-2000 (telephone)
(206) 701-2500 (facsimile)
(Name, address, including
zip code, and telephone and facsimile numbers,
including area code, of agent for service)

Copy to:
Christopher J. Voss
Stoel Rives LLP
One Union Square, 36th Floor
Seattle, WA 98101-3197
(206) 624-0900 (telephone)
(206) 386-7500 (facsimile)

Approximate Date of Commencement of Proposed Sale to the Public: October 12,
2001. This Post-Effective No. 1 shall become effective in accordance with
Section 8(c) of the Securities Act of 1933, as amended.

Silicon Graphics, Inc., the selling shareholder, has informed us that it has
sold in ordinary way brokerage transactions all of the remaining 140,000 shares
of our common stock covered by the Prospectus, dated October 12, 2001, which is

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a part of this Registration Statement, and that it holds no more shares of our common stock.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post-effective amendment no. 1 to registration statement no. 333-57954 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on October 24, 2001.

CRAY INC.

By: /s/

James E. Rottsolk
Chairman of the Board of Directors

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Pursuant to the requirements of the Securities Act of 1933, as amended, this post-effective amendment no. 1 to registration statement no. 333-57954 has been signed by the following persons in the capacities indicated below on the 24th day of October, 2001:

Signature and Title

/s/

James E. Rottsolk, Chairman of the Board of Directors

*

Burton J. Smith, Director

*

Terren S. Peizer, Director

*

David N. Cutler, Director

*

Dean D. Thornton, Director

/s/

Douglas C. Ralps, Chief Accounting

*

Daniel J. Evans, Director

*

Stephen C. Kiely, Director

*

Kenneth W. Kennedy, Director

*

William A. Owens, Director

/s/

Kenneth W. Johnson
Chief Financial Officer

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Officer

/s/

*James E. Rottsolk
Attorney-in-Fact

/s/

Michael P. Haydock, President,
Chief Executive Officer and Director