

KIELY STEPHEN C  
 Form 5  
 February 14, 2019

**FORM 5**

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

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**KIELY STEPHEN C**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**CRAY INC [CRAY]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**C/O CRAY INC., 901 FIFTH AVENUE,, SUITE 1000**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2018**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**SEATTLE, WA 98164**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (check applicable line)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	06/15/2018	^	G <sup>(1)</sup>	6,286 D \$ 0	4,067	D	^
Common Stock	06/15/2018	^	G <sup>(1)</sup>	6,286 A \$ 0	16,786	I	Stephen C. Kiely Trust dtd 5/17/05 <sup>(2)</sup>
Common Stock	10/26/2018	^	G <sup>(3)</sup>	16,786 D \$ 0 0		I	Stephen C. Kiely Trust dtd

Common Stock	10/26/2018	Â	G <sup>(3)</sup>	16,786	A	\$ 0	16,786	I	5/17/05 <sup>(2)</sup> The Kiely Trust dtd 9/24/18 <sup>(4)</sup>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIELY STEPHEN C C/O CRAY INC., 901 FIFTH AVENUE, SUITE 1000 SEATTLE, WA 98164	Â X	Â	Â	Â

## Signatures

/s/ Michael C. Piraino, Attorney-in-Fact for Stephen C. Kiely  
02/14/2019

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) The share amount reflects the transfer of 6,286 shares from the reporting person to the Stephen C. Kiely Trust dtd 5/17/05.
- (2) The reporting person is one of the trustees of the Stephen C. Kiely Trust dtd 5/17/05.
- (3) The share amount reflects the transfer of 16,786 shares from the Stephen C. Kiely Trust dtd 5/17/05 to The Kiely Trust dtd 9/24/18.

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(4) The reporting person is one of the trustees of The Kiely Trust dtd 9/24/18.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.