

CRAY INC
Form DEFA14A
March 31, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

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):

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- o Fee paid previously with preliminary materials.
- o 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.

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Important Notice Regarding the Availability of Proxy Materials for Annual Meeting of Shareholders to be held on May 13, 2009, for Cray Inc. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. To view the proxy statement and annual report, go to www.proxydocs.com/cray. To submit your proxy while visiting this site, you will need the 12 digit control number in the box below. Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet. We have chosen to use these procedures for our 2009 Annual Meeting and need YOUR participation. If you want to receive a paper or e-mail copy of the proxy material, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's Annual Meeting, please make this request on or before April 29, 2009. View Proxy Materials and Annual Report Online at www.proxydocs.com/cray A convenient way to view proxy materials and VOTE! Material may be requested by one of the following methods:

INTERNET TELEPHONE *E-MAIL www.investorelections.com/cray (866) 648-8133
paper@investorelections.com * If requesting material by e-mail, please send You must use the 12 digit control number a blank e-mail with the 12 digit control number located in the shaded gray box below. (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material. To view your proxy materials online, go to www.proxydocs.com/cray. Have the 12 digit control number available when you access the website and follow the instructions. ACCOUNT NO. # SHARES Cray Inc. Notice of Annual Meeting Date: Wednesday, May 13, 2009 Time: 3:00 PM Pacific Time Place: 901 Fifth Avenue, Fifth Avenue Conference Room, Seattle, WA 98164 The purpose of the Annual Meeting is to take action on the following proposals: 1. To elect eight directors, each to serve a one-year term. 2. To approve our 2009 Long-Term Equity Compensation Plan. 3. To ratify the appointment of Peterson Sullivan LLP as our independent auditors. The proxy covers such all other business that may properly come before the Meeting and all matters incidental to the Meeting, including all adjournments and postponements of the Meeting. The Board of Directors recommends that you vote FOR proposals 1, 2 and 3. Directions are available at www.cray.com under About Cray Contact Us. Vote in Person Instructions: While we encourage shareholders to vote by the means indicated above, a shareholder is entitled to vote in person at the Annual Meeting. Additionally, a shareholder who has submitted a proxy before the Meeting, may revoke that proxy in person at the Annual Meeting.