

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GROSSMAN D KEITH</u> (Last) (First) (Middle) <u>C/O VIEWRAY, INC.</u> <u>2 THERMO FISHER WAY</u> (Street) <u>OAKWOOD VILLAGE</u> OH 44146 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ViewRay, Inc. [VRAY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/02/2019		A		8,928 ⁽¹⁾	A	\$6.16 ⁽²⁾	8,928	I	By The D. Keith and Hallie H. Grossman Family Living Trust
Common Stock	01/02/2019		A		18,668 ⁽³⁾	A	\$0.00	27,596	I	By The D. Keith and Hallie H. Grossman Family Living Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

- The reported securities are DSUs that entitle the holder to receive one share of Common Stock per DSU upon the earliest of (i) the Reporting Person's termination of service from the Issuer's board of directors, (ii) a Change of Control of the Issuer as defined in the Issuer's 2015 Equity Incentive Award Plan or (iii) January 2, 2029 (the tenth anniversary of the grant date). 1/12th of these DSUs shall vest on the last day of each calendar month beginning on January 31, 2019 such that 100% of the DSUs will be vested on December 31, 2019, subject to the Reporting Person remaining a service provider through each such vesting date.
- These DSUs were issued to the D. Keith and Hallie H. Grossman Family Living Trust in respect of the Reporting Person's services to the Issuer pursuant to ViewRay Inc.'s Non-Employee Director Compensation Policy in lieu of retainer and committee service fees of \$55,000.
- The reported securities are RSUs that entitle the holder to receive one share of Common Stock per RSU upon vesting. All of these RSUs shall vest on January 2, 2020 (the one-year anniversary of the grant date), subject to the Reporting Person remaining a service provider through such date.

/s/ Ajay Bansal, as Attorney-in-Fact for Keith D. Grossman 01/03/2019

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.