

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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>WILENSKY GAIL R</u>			<u>ViewRay, Inc. [ VRAY ]</u>		<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
C/O VIEWRAY, INC. 2 THERMO FISHER WAY			07/16/2019			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		<input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
OAKWOOD VILLAGE OH 44146						
(City)	(State)	(Zip)				

**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	07/16/2019		A		2,459 <sup>(1)</sup>	A	\$9.19 <sup>(2)</sup>	2,459	D	
Common Stock	08/01/2019		A		6,519 <sup>(3)</sup>	A	\$8.82	8,978	D	

**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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$8.82	08/01/2019		A		19,841		(4)	08/01/2029	Common Stock	19,841	\$0.00	19,841	D	

**Explanation of Responses:**

- The reported securities are Deferred Stock Units ("DSUs") that entitle the holder to receive on 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) July 16, 2029 (the tenth anniversary of the grant date). 1/6th of these DSUs shall vest on the last day of each calendar month beginning on July 31, 2018, such that 100% of the shares 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 Reporting Person pursuant to ViewRay, Inc.'s Non-Employee Director Compensation Policy in lieu of retainer and committee service fees of \$22,500.
- The reported securities are Restricted Stock Units ("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, subject to the Reporting Person remaining a service provider through such date.
- 1/36th of the shares subject to the option shall vest and become exercisable on each monthly anniversary measured from August 1, 2018 (the "Vesting Commencement Date"), such that 100% of the shares subject to the option will be fully vested on the third anniversary of the Vesting Commencement Date, subject to the Reporting Person remaining a service provider through each such vesting date.

**Remarks:**

/s/ Robert McCormack, 08/05/2019  
Attorney-in-Fact  
 \*\* 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.