

CRAY INC  
Form POS AM  
May 19, 2004

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As filed with the Securities and Exchange Commission on May 19, 2004

Registration No. 333-102392

**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  
(State or other jurisdiction  
of incorporation or organization)

93-0962605  
(IRS Employer  
Identification No.)

411 First Avenue South  
Suite 600  
Seattle, WA 98104-2860  
(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, Vice President-Legal  
Cray Inc.

411 First Avenue South  
Suite 600  
Seattle, WA 98104-2860  
(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:

L. John Stevenson, Jr.  
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: January 13, 2003.

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This Post-Effective No. 1 shall become effective in accordance with Section 8(c) of the Securities Act of 1933, as amended.

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SIGNATURES

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The Grady Family Trust 1997 has exercised the Warrants in full and we have been informed that all of the underlying shares of Common Stock covered by the Prospectus, dated January 21, 2003, which is part of this Registration Statement, have been sold in ordinary way brokerage transactions.

The Company is withdrawing this Registration Statement.

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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 to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on May 18, 2004.

CRAY INC.

By: /s/ James E. Rottsolk\*

\_\_\_\_\_  
James E. Rottsolk  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated below on the 18th day of May, 2004:

Signature and Title

/s/ James E. Rottsolk \*

\_\_\_\_\_  
James E. Rottsolk, Chairman of the Board and Chief Executive Officer

/s/ Daniel J. Evans\*

\_\_\_\_\_  
Daniel J. Evans, Director

/s/ Burton J. Smith\*

\_\_\_\_\_  
Burton J. Smith, Director

/s/ Stephen C. Kiely\*

\_\_\_\_\_  
Stephen C. Kiely, Director

/s/ Kenneth W. Kennedy, Jr.\*

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Kenneth W. Kennedy, Jr., Director

/s/ Scott J. Poteracki\*

\_\_\_\_\_  
Scott J. Poteracki  
Chief Financial and Accounting Officer

\*By /s/ Kenneth W. Johnson

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Kenneth W. Johnson  
Attorney-in-Fact