

ARRAY BIOPHARMA INC  
 Form 3  
 September 24, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person * Â Sandor Victor (Last) (First) (Middle)  C/O ARRAY BIOPHARMA INC., Â 3200 WALNUT STREET (Street)  BOULDER, Â CO Â 80301 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/22/2014	3. Issuer Name and Ticker or Trading Symbol ARRAY BIOPHARMA INC [ARRY]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Medical Officer	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

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				Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	09/22/2016	Common Stock	191,781	\$ 0 (2)	D	Â
Restricted Stock Units	Â (3)	08/18/2018	Common Stock	34,880	\$ 0 (2)	D	Â
Stock Option (Right to Buy)	Â (4)	09/22/2024	Common Stock	561,450	\$ 3.65	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sandor Victor C/O ARRAY BIOPHARMA INC. 3200 WALNUT STREET BOULDER, CO 80301	Â	Â	Â Chief Medical Officer	Â

## Signatures

John R. Moore, attorney-in-fact for Reporting Person 09/24/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 RSU's vest in two equal annual installments beginning September 22, 2015.

(2) Restricted Stock Units were awarded to the reporting person for no additional cash consideration and represent a contingent right to receive one share of Array BioPharma Inc. common stock.

The RSU's vest upon achievement of certain milestones relating to a program licensed by the Company to Novartis International Pharmaceutical Ltd., with one half vesting upon achievement of the first milestone relating to the return of commercialization rights for binimetinib to the Company that have been licensed to Novartis International Pharmaceutical Ltd. and one half vesting upon achievement of the second milestone on or prior to August 18, 2018, in each case subject to continued service with the Company as of each vesting date.

(4) The option vests in four equal annual installments beginning September 22, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space 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.