Robbins Andrew R Form 4 April 03, 2018

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*\*
Robbins Andrew R

2. Issuer Name **and** Ticker or Trading

Symbol

ARRAY BIOPHARMA INC [ARRY]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(City)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year)

Director \_\_\_\_\_ 10% Owner
Officer (give title \_\_\_\_\_ Other (specify)
below)

COO

C/O ARRAY BIOPHARMA INC., 3200 WALNUT ST

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

04/01/2018

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

BOULDER, CO 80301

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1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(manua 2 uji 1 cur)	any	Code	(Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
							Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	, , , , , , , , , , , , , , , , , , , ,		
Common Stock	04/01/2018		M	9,844 (1)	A	\$0	168,142 (2)	D	
Common Stock	04/01/2018		F	8,675 (3)	D	\$ 16.32	159,467	D	

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

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SEC 1474

(9-02)

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## 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. Transacti Code (Instr. 8)	5. Number one f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration I	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	04/01/2018		M	9,844	<u>(4)</u>	04/01/2020	Common Stock	9,844	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
.,	Director	10% Owner	Officer	Other		
Robbins Andrew R C/O ARRAY BIOPHARMA INC. 3200 WALNUT ST			COO			
BOULDER, CO 80301						

## **Signatures**

Jason Haddock, attorney-in-fact for Andrew R.
Robbins
04/03/2018

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* 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).
- (1) Shares issued upon settlement of Restricted Stock Units ("RSUs") granted by the Issuer on April 1, 2016 as a result of the vesting of one fourth of such RSUs.
- Includes (i) 9,844 unvested Restricted Stock Units ("RSUs") awarded on April 1, 2015 to the reporting person for no additional cash consideration, each of which represent a contingent right to receive one share of Array BioPharma Inc. common stock and which were reported by the reporting person on Table I on a form 4 filed upon grant of the RSUs, and (ii) 9,844 shares of common stock issued upon the vesting of these RSU's on April 1, 2018.
- (3) Represents shares withheld to satisfy tax withholding obligations of the reporting person.
- (4) The remaining RSUs vest and will be settled in stock in two equal annual installments on April 1, 2019 and 2020.

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.

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