

ARRAY BIOPHARMA INC  
Form 8-K  
November 09, 2010

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

**FORM 8-K  
CURRENT REPORT**

**Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 4, 2010**

**Array BioPharma Inc.**

*(Exact Name of Registrant as Specified in Its Charter)*

**Delaware**

*(State or Other Jurisdiction of  
Incorporation or Organization)*

**84-1460811**

*(I.R.S. Employer Identification No.)*

**3200 Walnut Street, Boulder, CO**

*(Address of Principal Executive Offices)*

**80301**

*(Zip Code)*

**(303) 381-6600**

*(Registrant's Telephone Number, Including Area Code)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On August 5, 2010, the Board of Directors of Array BioPharma Inc. (the Company) approved an amendment, subject to stockholder approval, to the Company's Employee Stock Purchase Plan, as amended (the ESPP) to increase the number of shares of common stock reserved for issuance under the ESPP by 600,000 shares, to an aggregate of 3,450,000 shares. On November 4, 2010, the stockholders of the Company approved this amendment at the Company's Annual Meeting of stockholders. A copy of the ESPP is attached as Appendix A to the proxy statement filed by the Company with the Securities and Exchange Commission in connection with the Annual Meeting of Stockholders.

**ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On November 8, 2010, Array BioPharma Inc. issued a press release reporting financial results for the first quarter of fiscal 2011, the full text of which is attached hereto as Exhibit 99.1.

The information in this Item 2.02 and Exhibit 99.1 attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

On November 4, 2010, the Company held its Annual Meeting of stockholders. A tabulation of the votes with respect to each of the proposals presented at the Annual Meeting is as follows:

**Proposal 1:** The election of the three Class I Directors, each to serve for a three-year term expiring at the 2013 annual meeting of stockholders and until their respective successors have been duly elected and qualified.

	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
David L. Snitman, Ph.D.	28,616,531	3,278,217	11,528,262
Gil J. Van Lunsen	28,626,143	3,268,605	11,528,262
John L. Zabriskie, Ph.D.	21,768,721	10,126,027	11,528,262

**Proposal 2:** Approval of an amendment to the Array BioPharma Inc. Amended and Restated Employee Stock Purchase Plan, as amended (the ESPP), to increase the number of shares of common stock reserved for issuance under the ESPP by 600,000 shares, to an aggregate of 3,450,000 shares.

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>	<b>Broker Non-Votes</b>
30,872,700	534,312	487,736	11,528,262

**Proposal 3:** Approval of the material terms of the performance criteria for executive incentive compensation.

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>	<b>Broker Non-Votes</b>
27,305,827	4,098,097	490,824	11,528,262

Proposal 4: Ratification of the appointment of KPMG LLP as our independent registered public accountants for the fiscal year ending June 30, 2011.

**Votes For**  
43,310,492

**Votes Against**  
67,930

**Votes Abstained**  
44,588

**Broker Non-Votes**

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

99.1 Press release dated November 8, 2010 entitled Array BioPharma Reports Financial Results for the First Quarter of Fiscal 2011.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ARRAY BIOPHARMA INC.

Date: November 8, 2010

By: /s/ R. Michael  
Carruthers  
R. Michael Carruthers  
Chief Financial Officer

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**EXHIBIT INDEX**

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