

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Sandor Victor | | (Month/Day/Year) | ARRAY BIOPHARMA INC [ARRY] | |
| (Last) | (First) | (Middle) | 09/22/2014 | |
| C/O ARRAY BIOPHARMA INC.,Â 3200 WALNUT STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | (Check all applicable) |
| BOULDER,Â COÂ 80301 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Chief Medical Officer | 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 |

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) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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 control number.

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.