

Saccomano Nicholas A  
Form 4  
December 19, 2017

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Saccomano Nicholas A

2. Issuer Name **and** Ticker or Trading  
Symbol  
ARRAY BIOPHARMA INC  
[ARRY]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ARRAY BIOPHARMA  
INC., 3200 WALNUT STREET

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2017

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

BOULDER, CO 80301

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(1)<br>or<br>(D)<br>Price                                                                                |                                                                      |                                                                   |
| Common<br>Stock                       | 12/16/2017                              |                                                             | M                                       |                                                                         | 5,468<br>(1)                                                                                                       | A                                                                    | \$ 0                                                              |
|                                       |                                         |                                                             |                                         |                                                                         | 57,069 (2)                                                                                                         |                                                                      | D                                                                 |
| Common<br>Stock                       | 12/16/2017                              |                                                             | F                                       |                                                                         | 2,548<br>(3)                                                                                                       | D                                                                    | \$ 10.92                                                          |
|                                       |                                         |                                                             |                                         |                                                                         | 54,521                                                                                                             |                                                                      | D                                                                 |

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

**Persons who respond to the collection of  
information contained in this form are not  
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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount                                                |
| Restricted Stock Units                     | \$ 0                                                   | 12/16/2017                           |                                                    | M                              | 5,468                                                                                   | <u>(4)</u> 12/16/2020                                    | Common Stock 5,468                                          |
| Restricted Stock Units                     | \$ 0                                                   | 12/16/2017                           |                                                    | A                              | 28,000                                                                                  | <u>(6)</u> 12/17/2021                                    | Common Stock 28,000                                         |
| Stock Option (Right to Buy)                | \$ 10.92                                               | 12/16/2017                           |                                                    | A                              | 168,000                                                                                 | <u>(7)</u> 12/16/2027                                    | Common Stock 168,000                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                             | Director      | 10% Owner | Officer | Other |
| Saccomano Nicholas A<br>C/O ARRAY BIOPHARMA INC.<br>3200 WALNUT STREET<br>BOULDER, CO 80301 |               |           | CSO     |       |

## Signatures

Jason Haddock, attorney-in-fact for Nicholas A. Saccomano 12/19/2017

\_\_\_\_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 December 27, 2016 as a result of the vesting of one fourth of such RSUs.  
Includes 13,750 unvested RSUs awarded on April 1, 2015 to the reporting person for no additional cash consideration, each of which
- (2) 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.
- (3) Represents shares withheld to satisfy tax withholding obligations of the reporting person.
- (4) The RSUs vested on December 16, 2017.

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- Consists of remaining unvested RSUs awarded to the reporting person for no additional cash consideration on December 16, 2016, which
- (5) vest in three equal remaining installments beginning December 16, 2018, and represent a contingent right to receive one share of Array BioPharma Inc. common stock. The grant of these RSUs were previously reported on a Table II of a form 4 filed by the reporting person.

- Consists of RSUs awarded to the reporting person for no additional cash consideration each of which represent a contingent right to
- (6) receive one share of Array BioPharma Inc. common stock. The RSUs vest and will be settled in stock in four equal annual installments beginning on December 16, 2018.

- (7) The option vests in four equal annual installments beginning on December 16, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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