

Squarer Ron
Form 4
December 19, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Squarer Ron

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)

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

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
CEO

C/O ARRAY BIOPHARMA INC., 3200 WALNUT STREET

(Street)

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

BOULDER, CO 80301

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/16/2017		M		23,437 (1) \$ 0	D	
Common Stock	12/16/2017		F		10,917 (3) \$ 10.92	D	
Common Stock	12/18/2017		M		226,874 A \$ 7.3	D	
Common Stock	12/18/2017		M		16,835 A \$ 5.94	D	
Common Stock	12/18/2017		M		110,800 A \$ 3.61	D	

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Common Stock	12/18/2017	S ⁽⁵⁾	273,438	D	\$ 10.73 (6)	209,274	D
Common Stock	12/19/2017	M	133,380	A	\$ 3.61	342,654 (4)	D
Common Stock	12/19/2017	M	79,688	A	\$ 4.63	422,342 (4)	D
Common Stock	12/19/2017	M	333,165	A	\$ 5.94	755,507 (4)	D
Common Stock	12/19/2017	S ⁽⁵⁾	546,233	D	\$ 10.93 (6)	209,274	D

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)
					V	(A) (D)	Date Exercisable	Expiration Date	
Restricted Stock Units	\$ 0	12/16/2017		M		23,437	(7)	12/16/2020	Common Stock
Restricted Stock Units	\$ 0	12/16/2017		A		100,000	(9)	12/17/2021	Common Stock
Stock Option (Right to Buy)	\$ 10.92	12/16/2017		A		600,000	(10)	12/16/2027	Common Stock
Stock Option (Right to Buy)	\$ 7.3	12/18/2017		M		226,874	(11)	04/01/2025	Common Stock
Stock Option	\$ 5.94	12/18/2017		M		16,835		05/03/2017 05/03/2023	Common Stock

(Right to Buy)								
Stock Option (Right to Buy)	\$ 3.61	12/18/2017	M	110,800	<u>(12)</u>	04/26/2022	Common Stock	
Stock Option (Right to Buy)	\$ 3.61	12/19/2017	M	133,380	<u>(12)</u>	04/26/2022	Common Stock	
Stock Option (Right to Buy)	\$ 4.63	12/19/2017	M	79,688	<u>(13)</u>	04/01/2024	Common Stock	
Stock Option (Right to Buy)	\$ 5.94	12/19/2017	M	333,165	<u>(14)</u>	05/03/2023	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Squarer Ron C/O ARRAY BIOPHARMA INC. 3200 WALNUT STREET BOULDER, CO 80301			CEO	

Signatures

Jason Haddock, attorney-in-fact for Ron Squarer 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.
- (10) The option vests in four equal annual installments beginning on December 16, 2018.
- (11) The option vests in four equal annual installments beginning on April 1, 2016.
- (12) The option vested in four equal annual installments beginning on April 26, 2013.
- (13) The option vests in four equal annual installments beginning on April 1, 2015.
- (14) The option vested in four equal annual installments beginning on May 3, 2014.
- (2) Includes 37,812 unvested 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

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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.

Includes 37,812 unvested 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.

- (5) These trades were made pursuant to a Rule 10b5-1 trading plan.

- (6) The price reported for these shares is the weighted average sale price. Details of actual prices for shares sold are available from the Issuer upon request.

- (7) The RSUs vested on December 16, 2017.

- (8) Consists of remaining unvested RSUs awarded to the reporting person for no additional cash consideration on December 16, 2016, which 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.

- (9) Consists of RSUs awarded 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. The RSUs vest and will be settled in stock 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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