

ARRAY BIOPHARMA INC  
Form 3  
August 10, 2015

**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 <b>and</b> Ticker or Trading Symbol                               |  |
| ^ Redmile Group, LLC                      |         | (Month/Day/Year)                     | ARRAY BIOPHARMA INC [ARRY]   |  |
| (Last)                                    | (First) | (Middle)                             | 08/05/2015   |  |
| 1 LETTERMAN DRIVE, BLDG D, STE D3-300,^   |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                                 | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| SAN FRANCISCO,^ CA^ 94129                 |         |                                      | <input type="checkbox"/> Director  | <input checked="" type="checkbox"/> 10% Owner        |
| (City)                                    |         |                                      | (State)  | (Zip)  |
| 1. Title of Security (Instr. 4)           |         |                                      | <input type="checkbox"/> Officer   | <input type="checkbox"/> Other                       |
| Common stock, \$0.001 par value           |         |                                      | (give title below) (specify below)   |  |
| 14,829,117                                |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |  |
|   |         |                                      | <input type="checkbox"/> Form filed by One Reporting Person                      |  |
|   |         |                                      | <input checked="" 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) |
|---------------------------------|---|--|---|
| Common stock, \$0.001 par value | 14,829,117  | I  | See footnote <sup>(1)</sup>                           |

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) |
|--|--|---|--|--|---|
|  |  | Title   |  |  |   |

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|   | Date Exercisable | Expiration Date | Amount or Number of Shares                         | or Indirect (I) (Instr. 5)    |
|---|------------------|-----------------|--|-------------------------------|
| 3.00% Convertible Senior Notes due 2020 | 11/04/2013       | 06/01/2020      | Common stock, \$0.001 par value<br>567,456 \$ 7.05 | I See footnote <sup>(1)</sup> |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Redmile Group, LLC<br>1 LETTERMAN DRIVE, BLDG D, STE D3-300<br>SAN FRANCISCO, CA 94129                     | ^             | ^ X       | ^       | ^     |
| Green Jeremy<br>C/O REDMILE GROUP, LLC<br>1 LETTERMAN DRIVE, BLDG D, STE D3-300<br>SAN FRANCISCO, CA 94129 | ^             | ^ X       | ^       | ^     |

## Signatures

Redmile Group, LLC, /s/ By: Jeremy Green, Managing Member 08/10/2015

\_\_Signature of Reporting Person Date

/s/ Jeremy Green 08/10/2015

\_\_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) These securities are directly owned by certain private investment vehicles and separately managed accounts managed by Redmile Group, LLC ("Redmile") and may be deemed beneficially owned by Redmile as investment manager of such private investment vehicles and separately managed accounts. The reported securities may also be deemed beneficially owned by Jeremy Green as the principal of Redmile. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.