





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

On January 31, 2011, Array BioPharma Inc. issued a press release reporting financial results for the second quarter of fiscal 2011, the full text of which is attached hereto as Exhibit 99.1.

The information in this Form 8-K and the exhibit 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 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

99.1 Press release dated January 31, 2011 entitled “Array BioPharma Reports Financial Results for the Second 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: January 31, 2011      By: /s/ R. Michael Carruthers

R. Michael Carruthers

Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit No.**

99.1 Press release dated January 31, 2011 entitled “Array BioPharma Reports Financial Results for the Second Quarter of Fiscal 2011”