

Haddock Jason
 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 *
 Haddock Jason

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)

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

C/O ARRAY BIOPHARMA, 3200 WALNUT ST

12/16/2017

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	12/16/2017		M	(1)	4,387 \$ 0	24,387	D
Common Stock	12/16/2017		F	(2)	2,044 \$ 10.92	22,343	D

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

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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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	\$ 0	12/16/2017		M		4,387		<u>(3)</u>	12/16/2020	Common Stock	4,387
Restricted Stock Units	\$ 0	12/16/2017		A		28,000		<u>(5)</u>	12/17/2021	Common Stock	28,000
Stock Option (Right to Buy)	\$ 10.92	12/16/2017		A		168,000		<u>(6)</u>	12/16/2027	Common Stock	168,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Haddock Jason
C/O ARRAY BIOPHARMA, 3200 WALNUT ST
BOULDER, CO 80301

CFO

Signatures

Jason Haddock 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.
- (2) Represents shares withheld to satisfy tax withholding obligations of the reporting person.
- (3) The RSUs vested on December 16, 2017.

(4) 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.

(5) 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

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beginning on December 16, 2018.

- (6) 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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