

ARRAY BIOPHARMA INC  
Form S-3MEF  
November 08, 2012

As Filed with the Securities and Exchange Commission on November 8, 2012

Registration No. 333-

# SECURITIES AND UNITED STATES EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

### ARRAY BIOPHARMA INC.

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**84-1460811**  
(IRS Employer Identification  
No.)

**3200 Walnut Street Boulder, Colorado 80301 (303) 381-6600**

(Address, including zip code, and telephone number, including area  
code, of registrant's principal executive offices)

**Ron Squarer**

**Chief Executive Officer**

**Array BioPharma Inc.**

**3200 Walnut Street**

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**Boulder, Colorado 80301**

**(303) 381-6600**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copy to:**

**Carin M. Cutler**

Gross Hartman LLC

1877 Broadway, Suite 601

Boulder, Colorado 80302

(303) 926-4827

**Approximate date of commencement of proposed sale to the public:**

**From time to time after the effective date of this Registration Statement.**

If any of the securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:  333-178162

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box:

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If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (check one)

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(do not check if a smaller reporting  
company)

Smaller reporting company

### CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Proposed Maximum<br>Aggregate Offering Price<br>(1) | Amount of<br>registration fee<br>(2) |
|--|---|--------------------------------------|
| Common Stock, par value \$0.001 per share          | \$ 18,040,000                                       | \$ 2,460.66                          |
| <b>Total</b>                                       | <b>\$ 18,040,000</b>                                | <b>\$ 2,460.66</b>                   |

(1) The registrant previously registered securities at an aggregate offering price not to exceed \$150,000,000 on a Registration Statement on Form S-3 (File No. 333-178162), which was declared effective by the Securities and Exchange Commission on January 13, 2012. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$18,040,000 is hereby registered.

(2) Calculated in accordance with Rule 457(o) of the Securities Act of 1933, the registration fee has been calculated on the basis of the maximum aggregate offering price and the number of securities being registered has been omitted.

**This registration statement shall become effective upon filing with the U.S. Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act.**

**INFORMATION INCORPORATED BY REFERENCE**

This registration statement relates to the registrant's registration statement on Form S-3 (File No. 333-178162), as amended (the "Prior Registration Statement"), and is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, solely to increase the dollar amount of securities registered under the Prior Registration Statement by \$18,040,000. The contents of the Prior Registration Statement, including the exhibits thereto and each of the documents incorporated by reference therein, are hereby incorporated into this registration statement by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boulder, the State of Colorado, on November 8, 2012.

**ARRAY BIOPHARMA INC.**

By: */s/ Ron Squarer*  
 Ron Squarer  
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title   | Date             |
|---|---|------------------|
| <i>/s/ Ron Squarer</i><br>Ron Squarer                     | Chief Executive Officer and Director<br>(Principal Executive Officer)   | November 8, 2012 |
| <i>/s/ *</i><br>Kyle A. Lefkoff                           | Chairman of the Board of Directors                                      | November 8, 2012 |
| <i>/s/ R. Michael Carruthers</i><br>R. Michael Carruthers | Chief Financial Officer<br>(Principal Financial and Accounting Officer) | November 8, 2012 |
| <i>/s/ *</i><br>Gwen Fyfe, M.D.                           | Director  | November 8, 2012 |
| <i>/s/ John Orwin</i><br>John Orwin                       | Director  | November 8, 2012 |
| <i>/s/ *</i><br>Liam Ratcliffe, M.D., Ph.D.               | Director  | November 8, 2012 |
| <i>/s/ *</i><br>Gil Van Lunsen                            | Director  | November 8, 2012 |
| <i>/s/ *</i><br>John L. Zabriskie, Ph.D.                  | Director  | November 8, 2012 |

\* By: */s/ R. Michael Carruthers*  
 R. Michael Carruthers, Attorney-in-fact



**INDEX TO EXHIBITS**

The following documents are filed herewith (unless otherwise indicated) and made a part of this registration statement.

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 5.1                | Opinion of Gross Hartman LLC                                       |
| 23.1               | Consent of KPMG LLP, Independent Registered Public Accounting Firm |
| 23.2               | Consent of Gross Hartman LLC (contained in Exhibit 5.1)            |
| 24.1               | Power of Attorney (1)  |

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(1) Filed as an exhibit to the registrant's registration statement on Form S-3 (File no. 333-178162).