

Sandor Victor
 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 *
 Sandor Victor

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)
 C/O ARRAY BIOPHARMA
 INC., 3200 WALNUT STREET
 (Street)

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

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

BOULDER, CO 80301

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/16/2017 | | M | (1) | 11,284 \$ 8.79 | 197,034 (2) | D |
| Common Stock | 12/16/2017 | | F | (3) | 5,310 \$ 10.92 | 191,724 | 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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Units | (4) | 12/16/2017 | | M | 11,284 | (5) 12/16/2020 | Common Stock |
| Restricted Stock Units | \$ 0 | 12/16/2017 | | A | 48,250 | (7) 12/17/2021 | Common Stock |
| Stock Option (Right to Buy) | \$ 10.92 | 12/16/2017 | | A | 289,500 | (8) 12/16/2027 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sandor Victor C/O ARRAY BIOPHARMA INC. 3200 WALNUT STREET BOULDER, CO 80301 | | | Chief Medical Officer | |

Signatures

Jason Haddock, attorney-in-fact for Victor Sandor 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.
Includes 15,625 unvested RSUs awarded on April 1, 2015 to the reporting person for no additional cash consideration, each of which
- (2) 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.
- (3) Represents shares withheld to satisfy tax withholding obligations of the reporting person.
- (4) RSUs were awarded to the reporting person for no additional cash consideration and represent a contingent right to receive one share of Array BioPharma Inc. common stock.

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

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

- (6) 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.

Consists of RSUs awarded to the reporting person for no additional cash consideration each of which represent a contingent right to

- (7) 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.

- (8) 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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