Sharp Shalini Form 4 October 29, 2018

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Ad Sharp Shalin	Symbol ARRAY	2. Issuer Name <b>and</b> Ticker or Trading Symbol ARRAY BIOPHARMA INC [ARRY]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) C/O 3200 W		(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 10/25/2018			Director Officer (give below)		6 Owner er (specify	
BOULDER,	(Street)		ndment, Dat th/Day/Year)	e Original			6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person	-	erson
(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed (	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3,	d (A) of (D) 4 and (A) or	))	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 Beneficial Ownership (Instr. 4)
Common Stock	10/26/2018		M(1)	5,000	A	<u>(1)</u>	5,000	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (Right to Buy)	\$ 14.55	10/25/2018		A	25,000		<u>(2)</u>	10/25/2028	Common Stock	25,00
Restricted Stock Units	\$ 0	10/25/2018		A	5,000		(3)	(3)	Common Stock	5,00
Restricted Stock Units	\$ 0	10/26/2018		M		5,000	<u>(4)</u>	<u>(4)</u>	Common Stock	5,00

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Sharp Shalini C/O 3200 WALNUT ST BOULDER, CO 80301

# **Signatures**

Jason Haddock, attorney-in-fact for Shalini Sharp

10/29/2018

\*\*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).
- Shares issued upon settlement of Restricted Stock Units ("RSUs") granted by Array BioPharma Inc. ("Array") on October 26, 2017, as a **(1)** result of the vesting of all such RSUs.
- (2) The options vest in full on October 25, 2019, subject to continued service on Array's board of directors.
- RSUs awarded to the reporting person for no additional cash consideration and each represents a contingent right to receive one share of common stock. The RSUs vest in full and will be settled in common stock on October 25, 2019, subject to continued service on Array's board of directors.
- (4) The RSUs vested and were settled in common stock on October 26, 2018.

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.

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