

Saccomano Nicholas A
 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 *
 Saccomano Nicholas A

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)
 12/16/2017

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

C/O ARRAY BIOPHARMA INC., 3200 WALNUT STREET

(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		
Common Stock	12/16/2017		M	(1)	\$ 0	D	
Common Stock	12/16/2017		F	(3)	\$ 10.92	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	Amount Number of Shares
Restricted Stock Units	\$ 0	12/16/2017		M	5,468	<u>(4)</u> 12/16/2020	Common Stock	5,468
Restricted Stock Units	\$ 0	12/16/2017		A	28,000	<u>(6)</u> 12/17/2021	Common Stock	28,000
Stock Option (Right to Buy)	\$ 10.92	12/16/2017		A	168,000	<u>(7)</u> 12/16/2027	Common Stock	168,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Saccomano Nicholas A C/O ARRAY BIOPHARMA INC. 3200 WALNUT STREET BOULDER, CO 80301			CSO	

Signatures

Jason Haddock, attorney-in-fact for Nicholas A. Saccomano
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 13,750 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) The RSUs vested on December 16, 2017.

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(5) 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.

(6) 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 beginning on December 16, 2018.

(7) 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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