

ARRAY BIOPHARMA INC

Form 4/A

March 24, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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 if no longer
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 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 *
 Squarer Ron

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 3200 WALNUT STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/01/2015

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
 CEO

BOULDER, CO 80301

4. If Amendment, Date Original
 Filed(Month/Day/Year)
 03/04/2015

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ 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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	32,541 ⁽¹⁾	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)

**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. 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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(2)	03/01/2015		M	77,881	(2) 08/18/2018	Common Stock 77,881

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Squarer Ron C/O 3200 WALNUT STREET BOULDER, CO 80301	X		CEO	

Signatures

/s/ John R. Moore, under Power of Attorney
 03/24/2015
 **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).

This amended Form 4 is filed to correct the Reporting Person's holdings after the transactions reported on the Form 4 filed March 4, 2015.
 (1) All other data reported was correct. Includes shares purchased pursuant to the Issuer's Employee Stock Purchase Plan as follows: 3,523 shares purchased December 31, 2012, 6,287 shares purchased December 31, 2013 and 5,407 shares purchased December 31, 2014.

Footnote 4 referenced in line 1 of Table II in Form 4 filed March 4, 2015 by the reporting person is amended in its entirety to read:
 Restricted Stock Units ("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. RSUs representing 77,881 shares of common stock vested on March 1, 2015 and 77,881 shares remain unvested and subject to achievement of a second milestone relating to the return of rights to binimetinib to the Issuer on or prior to the fourth anniversary of the grant date, in each case subject to continued service with the Issuer as of each vesting date.
 (2)

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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