Squarer Ron Form 4 June 29, 2018

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction 1(b).

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]

(Last) (First) (Middle)

(Street)

(State)

C/O ARRAY BIOPHARMA

INC., 3200 WALNUT STREET

3. Date of Earliest Transaction

4. If Amendment, Date Original

06/27/2018

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

**CEO** 

below)

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Applicable Line)

Director

Officer (give title

Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

Issuer

BOULDER, CO 80301

(City)

(Zin)

(City)	(State)	(Zip) Tabl	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)	Code (Instr. 8)	4. Securitie on Disposed (Instr. 3, 4	d of (D	)	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	06/27/2018		Code V M	Amount 77,881 (1)	(D) A	Price \$ 0	289,456	D			
Common Stock	06/27/2018		F	34,253 (2)	D	\$ 18.5	255,203	D			
Common Stock	06/27/2018		S(3)	43,628	D	\$ 17.74 (4)	211,575	D			
Common Stock	06/27/2018		M	140,625 (1)	A	\$ 8.79	352,200	D			
	06/27/2018		S(3)	140,625	D		211,575	D			

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Common	\$
Stock	18.03
	(5)

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

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(9-02)

# 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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	\$ 0	06/27/2018		M		77,881	<u>(6)</u>	08/18/2018	Common Stock	77,881
Stock Option (Right to Buy)	\$ 8.79	06/27/2018		M		140,625	<u>(7)</u>	12/27/2026	Common Stock	140,62

## **Reporting Owners**

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

# **Signatures**

Jason Haddock, attorney-in-fact for Ron Squarer 06/29/2018

\*\*Signature of Reporting Person

Reporting Owners 2

Date

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### **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) Represents shares released on vesting of Restricted Stock Units ("RSUs") granted to the reporting person on August 18, 2014. The grant of these RSUs was previously reported on Table II.
- (2) Represents shares withheld to satisfy tax withholding obligations of the reporting person.
- (3) These trades were made pursuant to a Rule 10b5-1 trading plan.

vesting date.

- (4) The price reported for these shares is the weighted average sale price of transactions made at prices from \$17.60 to \$17.84. Details of actual prices for shares sold are available from the Issuer upon request.
- (5) The price reported for these shares is the weighted average sale price of transactions made at prices from \$17.35 to \$18.79. Details of actual prices for shares sold are available from the Issuer upon request.
- RSUs representing 77,881 shares of common stock vested upon the achievement of a second milestone relating to the return of rights to **(6)** binimetinib to the Issuer on or prior to the fourth anniversary of the grant date, subject to continued service with the Issuer as of the
- (7) The options vest in four equal annual installments beginning on December 16, 2017.

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.