

ARRAY BIOPHARMA INC

Form 4

March 04, 2015

**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 \*  
**LEFKOFF KYLE**

(Last) (First) (Middle)

**C/O ARRAY BIOPHARMA  
INC., 3200 WALNUT STREET**

(Street)

**BOULDER, CO 80301**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**ARRAY BIOPHARMA INC  
[ARRY]**

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/03/2015		M		15,000	A	\$ 3.37	18,585	D
Common Stock	03/03/2015		M		15,000	A	\$ 1.74	33,585	D
Common Stock	03/03/2015		M		20,000	A	\$ 3.51	53,585	D
Common Stock	03/03/2015		M		20,000	A	\$ 2.46	73,585	D
Common Stock	03/03/2015		S		70,000	D	\$ 8.001	3,585	D

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(1)

Common Stock	45,000	I	See footnote (2)
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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)

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
Stock Option	\$ 3.37	03/03/2015		M		15,000		<u>(3)</u>	12/08/2018	Common Stock	15,000
Stock Option	\$ 1.74	03/03/2015		M		15,000		<u>(4)</u>	10/29/2019	Common Stock	15,000
Stock Option	\$ 3.51	03/03/2015		M		20,000		<u>(5)</u>	11/04/2020	Common Stock	20,000
Stock Option	\$ 2.46	03/03/2015		M		20,000		10/26/2012	10/26/2022	Common Stock	20,000

## Reporting Owners

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

## Signatures

John Moore, attorney-in-fact for Reporting  
Person

03/04/2015

\_\_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).
- (1) The price reflects the weighted average selling price for the 70,000 shares which were sold in the range of \$8.00 to \$8.01. Full information about the number of shares sold at each price is available upon request.
- (2) Comprised of 30,000 shares of common stock in trust for the benefit of Mr. Lefkoff's minor children and 15,000 shares of common stock held by BV Partners III Profit Sharing account for the benefit of Mr. Lefkoff.
- (3) The option vested in 3 equal annual installments beginning on November 1, 2009.
- (4) The option vested in 3 equal annual installments beginning on November 1, 2010.
- (5) The option vested in 3 equal annual installments beginning on November 4, 2011.

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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