

<b>OMB APPROVAL</b>	
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Sandor Victor</u>  (Last) (First) (Middle) <u>C/O ARRAY BIOPHARMA INC.</u> <u>3200 WALNUT STREET</u>  (Street) <u>BOULDER CO 80301</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ARRAY BIOPHARMA INC [ ARRY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/01/2019		M		15,626 <sup>(1)</sup>	A	\$0.00	244,624	D	
Common Stock	04/01/2019		F		6,932 <sup>(2)</sup>	D	\$24.6	237,692	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0.00	04/01/2019		M			7,813	(3)	(3)	Common Stock	7,813	\$0.00	0.00	D	
Restricted Stock Units	\$0.00	04/01/2019		M			7,813	(4)	(4)	Common Stock	7,813	\$0.00	7,813	D	

**Explanation of Responses:**

- Shares issued upon settlement of Restricted Stock Units ("RSUs") granted on April 1, 2015 and April 1, 2016 as a result of the vesting of one fourth of such RSUs.
- Represents shares withheld to satisfy tax withholding obligations of the reporting person.
- The RSUs vested and settled in stock in four equal annual installments beginning April 1, 2015.
- The RSUs vest and will be settled in stock in four equal annual installments beginning April 1, 2016.

**Remarks:**

Jason Haddock, attorney-in-fact for Victor Sandor 04/03/2019

\*\* Signature of Reporting Person Date

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

\* 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).

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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