

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Saccomano Nicholas A</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) <p style="text-align: center;">CSO</p>
	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		13,750 ⁽¹⁾	A	\$0.00	156,238	D	
Common Stock	04/01/2019		F		6,048 ⁽²⁾	D	\$24.6	150,190	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						Amount or Number of Shares
Restricted Stock Units	\$0.00	04/01/2019		M		6,875		(3)	(3)	Common Stock	6,875	\$0.00	0.00	D	
Restricted Stock Units	\$0.00	04/01/2019		M		6,875		(4)	(4)	Common Stock	6,875	\$0.00	6,875	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 Nicholas A. Saccomano 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.