

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 [ARR Y]</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>CSO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2019</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 | 02/07/2019 | | M | | 82,500 | A | \$3 | 224,988 | D | |
| Common Stock | 02/07/2019 | | M | | 104,764 | A | \$4.2 | 329,752 | D | |
| Common Stock | 02/07/2019 | | s ⁽¹⁾ | | 187,264 | D | \$21.5832 ⁽²⁾ | 142,488 | 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 |
| Stock Option (Right to Buy) | \$4.2 | 02/07/2019 | | M | | | 104,764 | (3) | 05/30/2024 | Common Stock | 104,764 | \$0.00 | 0.00 | D | |
| Stock Option (Right to Buy) | \$3 | 02/07/2019 | | M | | | 82,500 | (4) | 04/01/2026 | Common Stock | 82,500 | \$0.00 | 82,500 | D | |

Explanation of Responses:

- These trades were made pursuant to a Rule 10b5-1 trading plan.
- The price reported for these shares is the weighted average sale price of transactions made at prices from \$21.50 to \$21.785. Details of actual prices for shares sold are available from the Issuer upon request.
- The option vests in four equal annual installments beginning May 30, 2015.
- The option vests in four equal annual installments beginning on April 1, 2017.

Remarks:

Jason Haddock, attorney-in-
fact for Nicholas A. Saccomano 02/08/2019

** 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.

Power of Attorney

The undersigned constitutes and appoints John R. Moore and Jason Haddock, and each of them, as his true and lawful attorney-in-fact and agent, with the full power of substitution and resubstitution, from the undersigned and in the undersigned and in the undersigned's behalf of all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Array BioPharma Inc. The Authority of John R. Moore and Jason Haddock under this statement shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to the undersigned's ownership of or transactions in securities of Array BioPharma Inc unless earlier revoked in writing. The undersigned acknowledges that neither John R. Moore nor Jason Haddock is assuming any of the undersigned's responsibilities to comply with Section 16 of the Section 16 of the Securities Exchange Act of 1934.

Dated: April 25, 2017

/s/ Nicholas A. Saccomano