

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

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>04/01/2018</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	04/01/2018		M		7,812 ⁽¹⁾	A	\$0.00	225,711 ⁽²⁾	D	
Common Stock	04/01/2018		F		6,936 ⁽³⁾	D	\$16.32	218,775	D	
Common Stock	04/03/2018		S ⁽⁴⁾		8,689	D	\$15.35 ⁽⁵⁾	210,086	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	04/01/2018		M		7,812		(6)	04/01/2020	Common Stock	7,812	\$0.00	15,626	D	

Explanation of Responses:

- Shares issued upon settlement of Restricted Stock Units ("RSUs") granted by the Issuer on April 1, 2016 as a result of the vesting of one fourth of such RSUs.
- Includes (i) 7,813 unvested Restricted Stock Units ("RSUs") awarded on April 1, 2015 to the reporting person for no additional cash consideration, each of which represent a contingent right to receive one share of Array BioPharma Inc. common stock and which were reported by the reporting person on Table I on a form 4 filed upon grant of the RSUs, and (ii) 7,813 shares of common stock issued upon the vesting of these RSUs on April 1, 2018.
- Represents shares withheld to satisfy tax withholding obligations of the reporting person in connection with the vesting of RSUs held by the reporting person.
- These trades were made pursuant to a Rule 10b5-1 trading plan.
- The price reported for these shares is the weighted average sale price. Details of actual prices for shares sold are available from the Issuer upon request.
- The remaining RSUs vest and will be settled in stock in two equal annual installments on April 1, 2019 and 2020.

Remarks:

Jason Haddock, attorney-in-fact for Victor Sandor 04/03/2018

** 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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