

ARRAY BIOPHARMA INC

Form 4

September 16, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Redmile Group, LLC

(Last) (First) (Middle)

ONE LETTERMAN DRIVE,
BUILDING D, SUITE D3-300

(Street)

SAN FRANCISCO, CA 94129

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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, \$0.001 par value	09/14/2016		S		392,700	D \$ <u>3.5(1)</u>	18,757,950	I	See footnote <u>(5)</u>
Common stock, \$0.001 par value	09/14/2016		P		372,000	A \$ <u>3.51(2)</u>	19,129,950	I	See footnote <u>(5)</u>
Common stock, \$0.001 par	09/15/2016		S		7,300	D \$ <u>3.54(3)</u>	19,122,650	I	See footnote <u>(5)</u>

value

Common

stock,

\$0.001 par

value

09/15/2016

P

28,000

A

\$ 3.5
(4)

19,150,650

I

See

footnote

(5)

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

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 control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
---	--	---	---	--------------------------------------	--	--	---	---	---

Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Redmile Group, LLC
ONE LETTERMAN DRIVE, BUILDING D
SUITE D3-300
SAN FRANCISCO, CA 94129

X

Green Jeremy
C/O REDMILE GROUP, LLC
ONE LETTERMAN DRIVE, BLDG D, STE D3-300
SAN FRANCISCO, CA 94129

X

Signatures

Redmile Group, LLC, /s/ By: Jeremy Green, Managing
Member

09/16/2016

**Signature of Reporting Person

Date

/s/ Jeremy Green

09/16/2016

__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).

This constitutes the weighted average purchase price. The prices range from \$3.46 to \$3.62. The Reporting Persons will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(1) This constitutes the weighted average purchase price. The prices range from \$3.46 to \$3.62. The Reporting Persons will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(2) This constitutes the weighted average purchase price. The prices range from \$3.46 to \$3.62. The Reporting Persons will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(3) This constitutes the weighted average purchase price. The prices range from \$3.53 to \$3.55. The Reporting Persons will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(4) This constitutes the weighted average purchase price. The prices range from \$3.49 to \$3.50. The Reporting Persons will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(5) These securities are directly owned by certain private investment vehicles and separately managed accounts managed by Redmile Group, LLC ("Redmile") and may be deemed beneficially owned by Redmile as investment manager of such private investment vehicles and separately managed accounts. The reported securities may also be deemed beneficially owned by Jeremy Green as the principal of Redmile. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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