ARRAY BIOPHARMA INC

Form 4

August 28, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

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

(First)

5. Relationship of Reporting Person(s) to Issuer

Symbol

ARRAY BIOPHARMA INC

(Check all applicable)

[ARRY]

(Last)

(City)

(Middle)

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

Director Officer (give title

10% Owner Other (specify

ONE LETTERMAN DRIVE. **BUILDING D, SUITE D3-300**

> (Street) 4. If Amendment, Date Original

> > (Zip)

6. Individual or Joint/Group Filing(Check

below)

Applicable Line)

Filed(Month/Day/Year)

08/26/2015

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

SAN FRANCISCO, CA 94129

(State)

08/26/2015

1.Title of	2. Transaction Date	2A. Deemed
Security	(Month/Day/Year)	Execution Date, if
(Instr. 3)		any
		(Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of 5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

(D) Price Code V Amount

49,900 A

\$

See 17,250,510 footnote (2)

5.48 (1)

\$0.001 par value

Common

Stock,

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

P

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N	r Jumber		
					Exercisable	Date					
				C + V	(A) (D)			0			
				Code V	(A) (D)			S	hares		

Relationships

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	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, By: /s/ Jeremy Green, Managing Member		08/28/2015				
**Signature of Reporting Person		Date	2			
/s/ Jeremy Green		08/28/	2015			
**Signature of Reporting Person		Date	2			

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 \$5.37 to \$5.60. The Reporting Persons will provide upon (1) 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) 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

Reporting Owners 2

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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.