

ARRAY BIOPHARMA INC  
Form 10-K/A  
November 10, 2010

**U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 10-K/A  
Amendment No. 1**

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the fiscal year ended June 30, 2010**

**OR**

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the transition period from to**

**Commission File Number: 000-31979**

**Array BioPharma Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State of Incorporation)

**84-1460811**

(I.R.S. Employer Identification No.)

**3200 Walnut Street**

**Boulder, Colorado 80301**

(Address of Principal Executive Offices)

**(303) 381-6600**

(Registrant's Telephone Number, Including Area Code)

**Common Stock, Par Value \$.001 per Share**

(Securities Registered Pursuant to Section 12(b) of the Act)

**The NASDAQ Stock Market LLC (NASDAQ Global Market)**

(Name of Exchange on Which Registered)

**None**

(Securities Registered Pursuant to Section 12(g) of the Act)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§

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232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The aggregate market value of voting stock held by non-affiliates of the registrant as of December 31, 2009 (based upon the closing sale price of such shares as of the last trading day of the second fiscal quarter ended December 31, 2009, on the NASDAQ Global Market) was \$85,599,182. Shares of the Registrant's common stock held by each executive officer and director and by each entity that owns 5% or more of the Registrant's outstanding common stock have been excluded in that such persons or entities may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

Number of shares outstanding of the registrant's class of common stock as of August 9, 2010: 53,475,730.

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**Explanatory Note**

Array BioPharma Inc. is filing this Amendment No. 1 on Form 10-K/A to amend its annual report on Form 10-K for the fiscal year ended June 30, 2010 filed with the Securities and Exchange Commission on August 12, 2010 (the Original Form 10-K ). This amendment is being filed solely to amend and replace Exhibit 23.1, Consent of KPMG LLP, Independent Registered Public Accounting Firm, to correct an inadvertent error in omitting from the consent the reference to two registration statements filed by Array BioPharma on Form S-3 (File numbers 333-155221 and 333-151237).

Pursuant to Rule 12b-15 promulgated under the Securities Exchange Act of 1934, as amended, filed with this Amendment is a consent of KPMG LLP with the references included. This Amendment does not affect any other parts of, or exhibits to the Original Form 10-K, and those unaffected parts or exhibits are not included in this Amendment. Except as expressly stated in this Amendment, the Original Form 10-K continues to speak as of the date of the original filing of the Original Form 10-K, and we have not updated the disclosure contained in the Amendment to reflect events that have occurred since the filing of the Original Form 10-K. Accordingly, this Amendment must be read in conjunction with our other filings, if any, made with the Securities and Exchange Commission subsequent to the filing of the Original Form 10-K, including amendments to those filings, if any.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

**3. EXHIBITS**

Exhibits are set forth in the Index to Exhibits below

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boulder, State of Colorado.

ARRAY BIOPHARMA INC.

Dated: November 9, 2010

By: /s/ Robert E. Conway  
Robert E. Conway  
*Chief Executive Officer*

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**EXHIBIT INDEX**

- 23.1 Consent of KPMG LLP Independent Registered Public Accounting Firm
- 31.1 Certification of Robert E. Conway pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of R. Michael Carruthers pursuant to Section 302 of the Sarbanes-Oxley Act of 2002