

ARRAY BIOPHARMA INC  
Form 3  
July 03, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Â BVF PARTNERS L P/IL  
(Last) (First) (Middle)

C/O GROSVENOR CAPITAL  
MANAGEMENT,Â 900 N.  
MICHIGAN AVENUE, SUITE  
1100

(Street)

CHICAGO,Â ILÂ 60611

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
06/25/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)                | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, \$0.001 par value <sup>(1)</sup> | 3,403,562   | I <sup>(2)</sup>   | By Biotechnology Value Fund, L.P.                     |
| Common Stock, \$0.001 par value <sup>(1)</sup> | 2,009,006   | I <sup>(3)</sup>   | By Biotechnology Value Fund II, L.P.                  |
| Common Stock, \$0.001 par value <sup>(1)</sup> | 7,553,089   | I <sup>(4)</sup>   | By BVF Investments, L.L.C. <sup>(5)</sup>             |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                              |
|---|---------------|-----------|---------|------------------------------|
|   | Director      | 10% Owner | Officer | Other                        |
| BVF PARTNERS L P/IL<br>C/O GROSVENOR CAPITAL MANAGEMENT<br>900 N. MICHIGAN AVENUE, SUITE 1100<br>CHICAGO, IL 60611            | ^             | ^ X       | ^       | ^                            |
| BIOTECHNOLOGY VALUE FUND L P<br>900 N. MICHIGAN AVENUE, SUITE 1100<br>CHICAGO, IL 60611                                       | ^             | ^         | ^       | See Explanation of Responses |
| BIOTECHNOLOGY VALUE FUND II LP<br>C/O GROSVENOR CAPITAL MANAGEMENT<br>900 N. MICHIGAN AVENUE, SUITE 1100<br>CHICAGO, IL 60611 | ^             | ^         | ^       | See Explanation of Responses |
| BVF INVESTMENTS LLC<br>C/O GROSVENOR CAPITAL MANAGEMENT LP<br>900 N. MICHIGAN AVENUE, SUITE 1100<br>CHICAGO, IL 60611         | ^             | ^         | ^       | See Explanation of Responses |
| BVF INC/IL<br>C/O GROSVENOR CAPITAL MANAGEMENT<br>900 N. MICHIGAN AVENUE, SUITE 1100<br>CHICAGO, IL 60611                     | ^             | ^ X       | ^       | ^                            |
| LAMPERT MARK N<br>ONE SANSOME STREET<br>30TH FLOOR<br>SAN FRANCISCO, CA 94104   | ^             | ^ X       | ^       | ^                            |

## Signatures

BVF Partners L.P., By: BVF Inc., its general partner, By: /s/ Mark N. Lampert, President 07/03/2014  
 \*\*Signature of Reporting Person Date

Biotechnology Value Fund, L.P., By: BVF Partners L.P., its general partner, By: BVF Inc., its general partner, By: /s/ Mark N. Lampert, President 07/03/2014  
 \*\*Signature of Reporting Person Date

07/03/2014

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Biotechnology Value Fund II, L.P., By: BVF Partners L.P., its general partner, By: BVF Inc., its general partner, By: /s/ Mark N. Lampert, President

\_\_Signature of Reporting Person

Date

BVF Investments, L.L.C., By: BVF Partners L.P., its manager, By: BVF Inc., its general partner, By: /s/ Mark N. Lampert, President

07/03/2014

\_\_Signature of Reporting Person

Date

BVF Inc., By: /s/ Mark N. Lampert, President

07/03/2014

\_\_Signature of Reporting Person

Date

/s/ Mark N. Lampert

07/03/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 Form 3 is filed jointly by Biotechnology Value Fund, L.P. ("BVF"), Biotechnology Value Fund II, L.P. ("BVF2"), BVF Investments, L.L.C. ("BVLLC"), BVF Partners L.P. ("Partners"), BVF Inc. and Mark N. Lampert. (collectively, the "Reporting Persons"). Each of the

(1) Reporting Persons is a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.

Shares of Common Stock owned directly by BVF. As the general partner of BVF, Partners may be deemed to beneficially own the shares of Common Stock owned directly by BVF. As the investment adviser and general partner of Partners, BVF Inc. may be deemed to beneficially own the shares of Common Stock owned directly by BVF. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the shares of Common Stock owned directly by BVF.

(3) Shares of Common Stock owned directly by BVF2. As the general partner of BVF2, Partners may be deemed to beneficially own the shares of Common Stock owned directly by BVF2. As the investment adviser and general partner of Partners, BVF Inc. may be deemed to beneficially own the shares of Common Stock owned directly by BVF2. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the shares of Common Stock owned directly by BVF2.

(4) Shares of Common Stock owned directly by BVLLC. As the manager of BVLLC, Partners may be deemed to beneficially own the shares of Common Stock owned directly by BVLLC. As the investment adviser and general partner of Partners, BVF Inc. may be deemed to beneficially own the shares of Common Stock owned directly by BVLLC. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the shares of Common Stock owned directly by BVLLC.

(5) Pursuant to the operating agreement of BVLLC, Partners is authorized, among other things, to invest the contributed capital of Samana Capital, L.P., the majority member of BVLLC, in the Common Stock and other securities of the Issuer and to vote, exercise or convert and dispose of such securities and is entitled to receive fees based on assets under management and, subject to certain exceptions, allocations based on realized and unrealized gains on such assets.

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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