

ARRAY BIOPHARMA INC  
Form S-8  
April 17, 2009

As filed with the Securities and Exchange Commission on April 17, 2009

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

**Array BioPharma Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**84-1460811**  
(I.R.S. Employer  
Identification No.)

**3200 Walnut Street Boulder, CO 80301**

(Address of Principal Executive Offices) (Zip Code)

**AMENDED AND RESTATED ARRAY BIOPHARMA INC. STOCK OPTION AND INCENTIVE PLAN**

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(Full title of the plans)

**Robert E. Conway**

**Chief Executive Officer**

**Array BioPharma Inc.**

**3200 Walnut Street**

**Boulder, Colorado 80301**

**(303) 381-6600**

(Name, address and telephone number, including area code, of agent for service)

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.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer (do not check if smaller reporting company)

Smaller Reporting Company

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share (2)		Proposed maximum aggregate offering price (2)		Amount of registration fee	
AMENDED AND RESTATED STOCK OPTION AND INCENTIVE PLAN  Common stock, par value \$ .001	4,445,519	\$	2.92	\$	12,980,915.48	\$	724.34
(1)	This Registration Statement shall also cover any additional shares of common stock which become issuable under the Amended and Restated Stock Option and Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of Registrant's common stock.						
(2)	Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act of 1933, as amended. The offering price per share and the aggregate offering price are based upon the average high and low prices of the Registrant's common stock as reported on the Nasdaq Global Market on April 14, 2009 of \$2.92.						

**EXPLANATORY NOTE**

Array BioPharma Inc. (the Registrant ) filed with the Securities and Exchange Commission (the Commission ) Registration Statements on Form S-8 under the Securities Act of 1933, as amended (the Securities Act ), (i) on December 6, 2000 (Reg. No. 333-51348) covering the registration of 5,941,463 shares of the common stock of the Registrant authorized for grant under the Amended and Restated Array BioPharma Inc. Stock Option and Incentive Plan (the Plan ), (ii) on November 4, 2002 (Reg. No. 333-100955) covering the registration of 2,750,000 shares of the common stock of the Registrant authorized for grant under the Plan, and (iii) on March 3, 2006 (Reg. No. 333-132205) covering the registration of 4,870,432 shares of the common stock of the Registrant authorized for grant under the Plan. As permitted by Instruction E of Form S-8, the contents of Registration Statement Nos. 333-51348, 333-100955 and 333-132205 filed by the Registrant on Form S-8 on December 6, 2000, November 4, 2002 and March 3, 2006, respectively, are incorporated herein by reference.

Pursuant to the provisions of the Plan, the number of shares authorized for grant under the Plan increases automatically based on number of shares of common stock of the registrant outstanding. On January 29, 2009, the Board of Directors approved resolutions acknowledging that there are 4,445,519 additional authorized shares available for issuances as awards under the Plan. This registration statement registers an additional 4, 445,519 shares of common stock authorized for grant under the Plan pursuant to the terms of such provision.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

See Exhibit Index.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boulder, State of Colorado, on this 17th day of April 2009.

**ARRAY BIOPHARMA INC.**

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

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert E. Conway, R. Michael Carruthers and John R. Moore, jointly and severally, each in his own capacity, his true and lawful attorneys-in-fact, with full power of substitution, for him and his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, with full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact of any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities indicated below, on this 16th day of April 2009.

Signature	Title	Date
/s/ Robert E. Conway Robert E. Conway	Chief Executive Officer and Director (Principal Executive Officer)	April 17, 2009
/s/ Kyle Lefkoff Kyle Lefkoff	Chairman of the Board of Directors	April 17, 2009
/s/ R. Michael Carruthers R. Michael Carruthers	Chief Financial Officer (Principal Financial and Accounting Officer)	April 17, 2009
/s/ Francis J. Bullock, Ph.D. Francis J. Bullock, Ph.D.	Director	April 17, 2009

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/s/ Marvin H. Caruthers, Ph.D.  
Marvin H. Caruthers, Ph.D.

Director

April 17, 2009

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/s/ Kevin Koch, Ph.D. Kevin Koch, Ph.D.	Director	April 17, 2009
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/s/ David L. Snitman, Ph.D. David L. Snitman, Ph.D.	Director	April 17, 2009
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/s/ Gil Van Lunsen Gil Van Lunsen	Director	April 17, 2009
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/s/ Douglas Williams Douglas Williams	Director	April 17, 2009
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/s/ John L. Zabriskie, Ph.D. John L. Zabriskie, Ph.D.	Director	April 17, 2009
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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.1	(1) Specimen certificate representing the common stock.
5.1	Opinion of Hogan & Hartson L.L.P. with respect to the legality of the common stock registered hereby.
23.1	Consent of KPMG LLP
23.2	Consent of Hogan & Hartson L.L.P. (contained in its opinion filed as Exhibit 5.1).
24.1	Power of Attorney (included on the signature page to this Registration Statement).
99.1	(2) Amended and Restated Array BioPharma Inc. Stock Option and Incentive Plan.

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(1) Filed as an exhibit to the Registrant's Registration Statement on Form S-1 (File No. 333-45922), as amended, and incorporated herein by reference.

(2) Filed as an appendix to the Registrant's definitive proxy statement on Schedule 14A dated September 23, 2008, with respect to the annual meeting of stockholders held on October 30, 2008.

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