

ARRAY BIOPHARMA INC  
Form S-3  
November 07, 2008  
[Table of Contents](#)

As Filed with the Securities and Exchange Commission on November 7, 2008

Registration No. 333-

# SECURITIES AND UNITED STATES EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM S-3

### REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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## ARRAY BIOPHARMA INC.

(Exact name of registrant as specified in its charter)

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#### DELAWARE

(State or other jurisdiction of  
incorporation or organization)

**84-1460811**

(IRS Employer  
Identification No.)

**3200 Walnut Street  
Boulder, Colorado 80301  
(303) 381-6600**

(Address, including zip code, and telephone number, including area  
code, of registrant's principal executive offices)

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**Robert E. Conway**  
**Chief Executive Officer**  
**Array BioPharma Inc.**  
**3200 Walnut Street**  
**Boulder, Colorado 80301**  
**(303) 381-6600**

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

Copy to:

**Carin M. Kutcipal**  
**Hogan & Hartson L.L.P.**  
**1470 Walnut Street, Suite 200**  
**Boulder, Colorado 80302**  
**(720) 406-5300**

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**Approximate date of commencement of proposed sale to the public:**

From time to time after the effective date of this Registration Statement.

If any of the securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: ☐

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: ☒

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: ☐

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: ☐

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box: ☐

## Edgar Filing: ARRAY BIOPHARMA INC - Form S-3

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box: ☐

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 ☐

(do not check if a smaller reporting company)

Smaller reporting company ☐

### CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered(1) | Proposed Maximum<br>Aggregate<br>Offering Price (2) | Amount of<br>registration fee(4) |
|---|---|----------------------------------|
| Common Stock, par value \$0.001 per share(3)          |   |                                  |
| Preferred Stock, par value \$0.001 per share          |   |                                  |
| Depository Shares                                     |   |                                  |
| Warrants  |   |                                  |