

ARRAY BIOPHARMA INC  
Form 10-Q/A  
November 03, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q/A**

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

For the quarter ended September 30, 2011

or

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

For the transition period from      to

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**Commission File Number: 001-16633**

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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**

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

**3200 Walnut Street, Boulder, CO**

*(Address of Principal Executive Offices)*

**80301**

*(Zip Code)*

**(303) 381-6600**

*(Registrant's Telephone Number, Including Area Code)*

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 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 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  Smaller Reporting Company

*(do not check if 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

As of October 31, 2011, the registrant had 58,406,841 shares of common stock outstanding.

**EXPLANATORY NOTE**

This amendment is to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 (the Form 10-Q ) filed by Array BioPharma Inc. with the Securities and Exchange Commission (the SEC ) on November 2, 2011. This amendment is being filed for the purpose of furnishing Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this amendment contains the consolidated financial statements and related notes from the Form 10-Q formatted eXtensible Business Reporting Language ( XBRL ).

Pursuant to Rule 406T of Regulation S-T, the interactive data files contained in Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

No modification or update to any of the other information or disclosures presented in the Form 10-Q is being made by this Amendment. This Amendment does not reflect events occurring after the date of the filing of the Form 10-Q on November 2, 2011 or modify or update those disclosures that may be affected by subsequent events. Such subsequent matters are addressed in subsequent reports filed by the registrant with the SEC. Accordingly, this Amendment should be read in conjunction with the Form 10-Q and the registrant's other filings with the SEC.

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**ITEM 6. EXHIBITS**

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10.56+	Collaboration and License Agreement dated July 12, 2011 between the Registrant and ASLAN Pharmaceuticals (1)
10.57+	License Agreement dated August 5, 2011 between the Registrant and Genentech, Inc. and F. Hoffmann-LaRoche, Ltd. (1)
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended. (1)
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended. (1)
32.1	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (1)
101.INS	XBRL Instance Document**
101.SCH	XBRL Taxonomy Extension Schema Document**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document**

+ Confidential treatment of redacted portions is being sought.

\*\* Furnished electronically with this report.

(1) Previously filed with the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 (File No. 110-16633) filed November 2, 2011

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 3, 2011

ARRAY BIOPHARMA INC.

By: /s/ R. Michael Carruthers  
R. Michael Carruthers  
Chief Financial Officer

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**INDEX TO EXHIBITS**

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