

ARRAY BIOPHARMA INC  
Form 8-K/A  
September 30, 2009

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

Washington, D.C. 20549

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**Form 8-K/A**

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

**Commission File Number: 000-31979**

**Date of Report: May 15, 2009**

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**ARRAY BIOPHARMA INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State of other jurisdiction of incorporation or organization)

**84-1460811**

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

**3200 WALNUT STREET, BOULDER, COLORADO 80301**

(Address of principal executive offices)

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(303) 381-6600

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 9.01 Financial Statements and Exhibits.**

Array BioPharma Inc. ( Array ) is amending a current report filed by it with the Securities and Exchange Commission on Form 8-K on May 19, 2009 (the Form 8-K ) to file as Exhibit 10.1 hereto a redacted copy of the Facility Agreement dated May 15, 2009 (as amended, the Facility Agreement ) entered into by and between Array and Deerfield Private Design Fund, L.P. and Deerfield Private Design International, L.P. (collectively, the Deerfield Funds ). The Facility Agreement was the subject of a request for confidential treatment that Array has modified in response to comments from the staff of the Securities and Exchange Commission. A description of the material terms of the Facility Agreement were disclosed by Array on the Form 8-K, and a redacted copy of the Facility Agreement indicating the provisions for which Array had been seeking confidential treatment was previously filed as Exhibit 10.38 to the Annual Report on Form 10-K filed by Array on August 18, 2009. The Facility Agreement attached hereto as Exhibit 10.1 shall replace and supersede such previously filed Facility Agreement.

(d) Exhibits. The following exhibit is filed with this report.

<b>Exhibit Number</b>	<b>Description</b>
10.1	Facility Agreement dated May 15, 2009 by and between the registrant and Deerfield Private Design Fund, L.P., and Deerfield Private Design International

**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.

**ARRAY BIOPHARMA INC.**

Date: September 29, 2009

/s/ R. Michael Carruthers  
R. Michael Carruthers, Chief Financial Officer

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**EXHIBIT INDEX**

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