

ARRAY BIOPHARMA INC  
Form 8-K  
July 31, 2008

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

Washington, D.C. 20549

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**Form 8-K**

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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 (Date of earliest event reported): July 25, 2008**

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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 1.01. Entry into a Material Definitive Agreement.**

Array BioPharma Inc. (the Company) and Genentech, Inc. (Genentech) have entered into an amendment effective as of July 25, 2008 (the Amendment) to the Drug Discovery Collaboration Agreement between the Company and Genentech dated December 22, 2003, as amended (the Agreement). Under the Amendment, Genentech exercised its option to extend the research term under the Agreement by two years, and the Company and Genentech agreed to reduce the number of the Company's full-time equivalent scientists (FTEs) performing services under the Agreement. After January 1, 2010, Genentech can further reduce the number of FTEs under the Agreement.

**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: July 25, 2008

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