
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of The
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **August 28, 2017 (August 28, 2017)**

Array BioPharma Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-16633
(Commission
File Number)

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

3200 Walnut Street, Boulder, Colorado
(Address of principal executive offices)

80301
(Zip Code)

303-381-6600

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 28, 2017, and on the recommendation of the Compensation Committee, the independent directors of the Board of Directors of Array BioPharma Inc. (the “Company”) approved the performance bonus program for annual bonus awards that may be earned by employees of the Company, including the Company’s executive officers, for fiscal 2018. Under the bonus program, certain of the Company’s employees, including its executive officers, will be entitled to earn a bonus payable in cash, stock or stock option equivalents based upon the achievement of certain specified performance goals and objectives relating to the Company and to each individual participant. To the extent the corporate and individual performance goals are met, each participant may be eligible to receive a target bonus calculated by multiplying the participant’s base salary by a percentage value later assigned to the participant or to his or her position with the Company by the Compensation Committee. A percentage of this target bonus amount may be awarded following the end of the fiscal year to the extent the Compensation Committee determines the corporate and individual performance goals are met. The plan can be amended in whole or in part by the Compensation Committee at any time until paid. The Compensation Committee recommended and the independent directors of the Board approved the specific performance goals for fiscal 2018 under the performance bonus program. The performance bonuses for 2018 will be based both on individual performance and on the Company’s performance relative to the following performance criteria: financial criteria consisting of minimum, target and stretch goals relating to the Company’s revenue (excluding reimbursement revenue), year-end cash and debt structure; minimum, target and stretch discovery research goals consisting of partnering goals for the Company’s discovery programs; minimum, target and stretch clinical development goals with respect to the Company’s proprietary drug programs; and minimum, target and stretch commercial goals relating to the development of the Company’s commercialization capabilities and commercialization of the Company’s drug programs. In determining the bonus awards for fiscal 2018, the foregoing goals will be weighted as follows: financial goals 20%; discovery research goals 20%; clinical development goals 40%; and commercial goals 20%. A description of the performance bonus program is filed with this report as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Description of performance bonus program

SIGNATURE

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: August 28, 2017

Array BioPharma Inc.

By: /s/ Jason Haddock
Jason Haddock
Chief Financial Officer

Exhibit Index

Exhibit No.	Description
10.1	Description of performance bonus program

ARRAY BIOPHARMA INC.

DESCRIPTION OF PERFORMANCE BONUS PROGRAM

Array BioPharma Inc. (the "Company") has established an annual performance bonus program for employees, including the Company's executive officers. Through this program, employees can receive an annual bonus payable in cash, stock or stock option equivalents based on achievement of key Company and individual goals. There is no guarantee that bonuses will be awarded in any given year. The bonus program is intended to strengthen the connection between individual compensation and Company success; reinforce the Company's pay-for-performance philosophy by awarding higher bonuses to higher performing employees; and help ensure that the Company's cash compensation is competitive.

The Compensation Committee recommends for approval by the independent directors of the Board the minimum, target and stretch corporate performance goals, and the relative weighting of these goals, for the upcoming fiscal year. The goals generally are based on the following objective performance criteria: financial goals relating to the Company's revenue (excluding reimbursement revenue), year-end cash and debt structure; discovery research goals consisting of partnering goals for the Company's discovery programs; minimum, target and stretch clinical development goals with respect to the Company's proprietary drug programs; and commercial goals relating to the development of the Company's commercialization capabilities and commercialization of the Company's drug programs. Each participant in the bonus program may be eligible to receive a target bonus amount calculated by multiplying the participant's base salary by a percentage value later assigned to the participant or his or her position with the Company by the Compensation Committee.

Following the end of each fiscal year, the Compensation Committee determines in its discretion the extent to which the company-wide and individual performance goals were attained. Based on this assessment, the Compensation Committee will award bonuses equal to a varying percentage of an employee's target bonus amount. The Compensation Committee may award a bonus in an amount less than or greater than the amount earned by a participant under the bonus program.

Individual bonuses can vary significantly based on performance. Any bonuses for a particular year are paid as a lump sum in cash, stock or stock option equivalents (or any combination thereof), less applicable payroll and other withholdings, in the quarter following that year. The plan can be amended in whole or in part by the Compensation Committee at any time until paid.
