

ARRAY BIOPHARMA INC  
Form 8-K  
September 08, 2011

**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): **September 1, 2011**

**Array BioPharma Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction

of incorporation)

**001-16633**  
(Commission

File Number)

**23-2908305**  
(I.R.S. Employer

Identification No.)

**3200 Walnut Street, Boulder, Colorado**

**80301**

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(Address of principal executive offices)

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

On September 1, 2011, 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 2012. 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 2012 under the performance bonus program. The performance bonuses for 2012 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 revenue, earnings per share and fiscal year-end cash targets (which includes upfront fees or milestone payments that are earned but not received as of year end); minimum, target and stretch discovery research goals and clinical development goals with respect to the Company's proprietary drug programs; and minimum, target and stretch transactional goals relating to new out-licensing or strategic partnership transactions. In determining the bonus awards for fiscal 2012, the foregoing goals will be weighted as follows: financial goals 10%; discovery research goals 10%; clinical development goals 50%; and transactional goals 30%. A description of the performance bonus program is filed with this report as Exhibit 10.1 and is incorporated herein by reference.

In addition, on September 8, 2011, Marvin Caruthers, Ph.D. notified the Company that he has decided not to stand for reelection to the Company's Board of Directors at the Company's Annual Meeting for stockholders to be held on October 26, 2011 and that, therefore, his term will expire effective immediately following the Annual Meeting. Dr. Caruthers decided not to stand for reelection to the Board of Directors so that he could devote more time to his other professional responsibilities, and his decision did not arise from any disagreement on any matter relating to the Company's operations, policies or practices.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

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: September 8, 2011

Array BioPharma Inc.

By:

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

**Exhibit Index**

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