

ARRAY BIOPHARMA INC  
Form 8-K  
November 03, 2009

**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): **October 29, 2009**

**Array BioPharma Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other  
Jurisdiction of  
Incorporation)

**000-31979**  
(Commission  
File Number)

**84-1460811**  
(IRS Employer  
Identification No.)

**3200 Walnut Street, Boulder, Colorado**  
(Address of Principal Executive Offices)

**80301**  
(Zip Code)

Registrant's telephone number, including area code: **(303) 381-6600**

## Edgar Filing: ARRAY BIOPHARMA INC - Form 8-K

(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 (*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.**

On September 8, 2009, the board of directors of Array BioPharma Inc. (the Company) approved an amendment, subject to stockholder approval, to the Company's Employee Stock Purchase Plan, as amended (the ESPP) to increase the number of shares of common stock reserved for issuance under the ESPP by 600,000 shares, to an aggregate of 2,850,000 shares. On October 29, 2009, the stockholders of the Company approved this amendment at the Company's annual stockholders meeting. A copy of the ESPP is attached as an Appendix to the proxy statement filed by the Company in connection with the annual stockholder meeting.

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

On October 29, 2009, and on the recommendation of the Compensation Committee, the independent directors of the Board of Directors of 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. 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 2010 under the performance bonus program. The performance bonuses for 2010 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 year-end cash targets; 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 strategic partnership transactions. In determining the bonus awards for 2010, the foregoing goals will be weighted as follows: financial goals 10%; discovery research goals 10%; development goals 30%; and transactional goals 50%.

The target bonus percentages (expressed as a percentage of base salary) for Robert E. Conway, Chief Executive Officer, Kevin Koch, Ph.D., President and Chief Science Officer, David L. Snitman, Ph.D., Chief Operating Officer and Vice President, Business Development, John R. Moore, Vice President and General Counsel, and R. Michael Carruthers, Chief Financial Officer, each of whom are named executive officers of the Company (as defined in Item 402(a)(3) of Regulation S-K promulgated by the Securities and Exchange Commission) will remain the same under the 2010 performance bonus plan and were 50%, 40%, 35%, 35% and 35%, respectively, subject to achievement of the performance goals at the target level.

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

| Exhibit<br>No. | Description                              |
|----------------|--|
| 10.1           | Description of performance bonus program |

**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: November 3, 2009

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

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                       | <b>Description</b> |
|------------------------|--|--------------------|
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