



**ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On April 30, 2012, Array BioPharma Inc. issued a press release reporting results for the third quarter of fiscal 2012, the full text of which is attached hereto as Exhibit 99.1.

The information in this Form 8-K and the exhibit attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

99.1 Press release dated April 30, 2012 entitled “Array BioPharma Reports Results for the Third Quarter of Fiscal 2012.”

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**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: April 30, 2012 By: /s/ R. Michael Carruthers

R. Michael Carruthers  
Chief Financial Officer

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**EXHIBIT INDEX**

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