

ARRAY BIOPHARMA INC  
Form 8-K  
November 17, 2017

**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): **November 17, 2017 (November 16, 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 80301**

(Address of principal executive offices, including Zip Code)

**(303) 381-6600**

(Registrant's telephone number, including area code)

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(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.

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In this report, Array BioPharma, Array, the Company, we, us and our refer to Array BioPharma Inc., unless the context otherwise provides.

**Item 1.01 Entry into a Material Definitive Agreement.**

*Exchange Agreements*

On November 16, 2017, Array BioPharma entered into separate, privately negotiated exchange agreements (the Exchange Agreements) with a limited number of holders ( Noteholders ) of its outstanding 3.00% Convertible Senior Notes due 2020 ( 2020 Notes ), pursuant to which the Company agreed to exchange (the Exchanges) approximately \$107 million in aggregate principal amount of 2020 Notes held by the Noteholders for (i) a number of newly issued shares of its common stock (with such number rounded down to the nearest whole share for each holder) to be determined based on the volume-weighted average trading price of its common stock on November 17, 2017 (the Reference Date) (collectively, the Exchange Shares), and (ii) an aggregate of \$107 million in aggregate principal amount of its newly issued 2.625% Convertible Senior Notes due 2024 (the 2024 Notes). The Company will receive no cash proceeds for the issuance of the Exchange Shares or the 2024 Notes. The principal amount of 2020 Notes to be exchanged for each \$1,000 in principal amount of 2024 Notes was determined in individual negotiations between the Company and each Noteholder.

The Company anticipates that the Exchanges will be completed on or about December 1, 2017, subject to satisfaction of customary closing conditions. Upon completion of the Exchanges, the aggregate principal amount of the 2020 Notes will be reduced to approximately \$25.2 million.

The foregoing description of the Exchange Agreements does not purport to be complete and is qualified in its entirety by reference to the form of Exchange Agreement filed as Exhibit 10.1 to this Current Report, which is incorporated by reference herein.

In connection with the issuance of the 2024 Notes, the Company will enter into an Indenture (the Indenture) with The Bank of New York Mellon Trust Company, N.A., as trustee. The Company will file a copy of the Indenture on a Form 8-K following the closing of the Exchange.

This Current Report does not constitute an offer to sell, or a solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful.

**Item 3.02 Unregistered Sales of Equity Securities**

As disclosed in Item 1.01 of this Current Report on Form 8-K, on November 16, 2017, the Company entered into the Exchange Agreements pursuant to which the Company will, subject to the satisfaction of customary closing conditions, issue the 2024 Notes and the Exchange Shares to the Noteholders. The 2024 Notes and Exchange Shares were offered, and will be sold, pursuant to the exemption provided by Section 4(a)(2) of the Securities Act of 1933, as amended (the Securities Act). This offer was made by the Company to no more than ten persons, each of which is an accredited investor (within the meaning of Rule 501 promulgated under the Securities Act) and a qualified

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institutional buyer (as defined in Rule 144A under the Securities Act). The Company will not receive any proceeds from the issuance of the 2024 Notes or the Exchange Shares.

Upon conversion of the 2024 Notes, the Company will pay cash and, if applicable, deliver shares of the Company's common stock to the converting holder based on a conversion premium of approximately 32.5% above the arithmetic average of the daily volume weighted average price of the Company's common stock as published on Bloomberg page ARRAY <equity> AQR on the Reference Date. In connection with the Exchange, the holders who are hedging their 2020 Notes may decide to adjust their hedge positions by purchasing shares of the Company's common stock or entering into synthetic long

positions on the Company's common stock. These activities could have the effect of increasing, or limiting a decline in, the market price of the Company's common stock on the Reference Date.

Additional information pertaining to the exchange of 2020 Notes for the 2024 Notes and the Exchange Shares is contained in Item 1.01 of this Current Report on Form 8-K and incorporated herein by reference.

The 2024 Notes, any shares of common stock issuable upon conversion of the 2024 Notes and the Exchange Shares have not been, and will not be, registered under the Securities Act or any state securities law. The Company does not intend to file a registration statement for resale of the 2024 Notes, the shares of the common stock, if any, issuable upon conversion thereof or the Exchange Shares.

This Current Report on Form 8-K does not constitute an offer to sell, or a solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful.

**Item 8.01 Other Events.**

On November 16, 2017, the Company issued a press release announcing the Exchange described in Item 1.01 above. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

See the Exhibit Index which is hereby incorporated by reference.

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 10.1               | <u>Form of Exchange Agreement</u>                               |
| 99.1               | <u>Press Release of Array BioPharma dated November 16, 2017</u> |

**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: November 17, 2017

Array BioPharma Inc.

By:

/s/ Jason Haddock  
Jason Haddock  
Chief Financial Officer