

ARRAY BIOPHARMA INC  
Form 10-K/A  
October 01, 2003

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## U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

### FORM 10-K/A

(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2003

Commission File Number: 000-31979

### Array BioPharma Inc.

(Exact Name of Registrant as Specified in Its Charter)

**Delaware** **84-1460811**  
(State of Incorporation) (I.R.S. Employer Identification No.)  
**3200 Walnut Street, Boulder, Colorado 80301**  
(Address of principal executive offices)

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

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act:  
**Common Stock, Par Value \$.001 Per Share**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of voting stock held by non-affiliates of the registrant as of August 29, 2003 was approximately \$128,903,931. (For this computation, the registrant has excluded the market value of all shares of its common stock reported as beneficially owned by executive officers and directors of the registrant; such exclusion shall not be deemed to constitute an admission that any such person is an "affiliate" of the registrant.)

Number of shares outstanding of the registrant's class of common stock as of August 29, 2003: 28,270,415.

**Documents incorporated by reference:**

**EXPLANATORY NOTE**

This amendment to Form 10-K is being filed solely to amend and replace Exhibit 23.1 Consent of Ernst & Young LLP, to correct an inadvertent error in omitting the conformed signature for the document. There are no other changes to the original Form 10-K filing. This Form 10-K/A does not reflect events occurring after the filing of the original Form 10-K, or modify or update the disclosures therein in any way other than as required to reflect the amendment set forth below.

**PART IV**

**Item 14. Exhibits, Financial Statement Schedules and Reports on Form 8-K**

3.

**EXHIBITS**

Exhibits are set forth in the "Index to Exhibits" below

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boulder, State of Colorado.

ARRAY BIOPHARMA INC.

Date: October 1, 2003

By: /s/ ROBERT E. CONWAY

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Robert E. Conway  
Chief Executive Officer

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 3.1                | (1) Amended and Restated Certificate of Incorporation of Array BioPharma Inc.              |
| 3.2                | (1) Amended and Restated Bylaws of Array BioPharma Inc.                                    |
| 3.3                | (3) Certificate of Designation of the Series A Junior Participating Preferred Stock        |
| 4.1                | (1) Specimen certificate representing the common stock                                     |
| 10.1               | (1) 1998 Stock Option Plan effective July 1, 1998, as amended                              |
| 10.2               | (11) Amended and Restated Array BioPharma Inc. Stock Option and Incentive Plan, as amended |

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| Exhibit<br>No. | Description  |
|----------------|--|
| 10.3           | (11) Array BioPharma Inc. Employee Stock Purchase Plan, as amended   |
| 10.4           | (1) Preferred and Common Stock Purchase Agreement between Registrant and the parties whose signatures appear on the signature pages thereto dated May 18, 1998   |
| 10.5           | (1) Amendment to Preferred and Common Stock Purchase Agreement dated August 7, 1998  |
| 10.6           | (1) Series B Preferred Stock Purchase Agreement between Registrant and the parties whose signatures appear on the signature pages thereto dated November 16, 1999  |
| 10.7           | (1) Series C Preferred Stock Purchase Agreement between Registrant and the parties whose signatures appear on the signature pages thereto dated August 31, 2000  |
| 10.8           | (1) Lease Agreement by and between Registrant, as Tenant, and Amgen Inc., as Landlord, dated July 1998   |
| 10.9           | (1) First Amendment to Lease Agreement by and between Registrant, as Tenant, and Amgen Inc., as Landlord, dated April 1, 1999  |
| 10.10          | (6) Second Amendment to Lease Agreement by and between Registrant, as Tenant, and Amgen Inc., as Landlord, dated April 1, 2001   |
| 10.11          | (6) Option Agreement by and between Registrant, as Subtenant, and Boulder Headquarters LLC, as Landlord, dated April 1, 2001   |
| 10.12          | (1) Lease Agreement by and between Registrant, as Tenant, and Pratt Land Limited Liability Company, as Landlord, dated February 28, 2000   |
| 10.13          | (4) Lease Agreement by and between Registrant, as Tenant, and Pratt Land Limited Liability Company, as Landlord, dated February 11, 2002   |
| 10.14          | (2) Revised Employment Agreement by and between Registrant and Robert E. Conway dated November 15, 2001  |
| 10.15          | (10) Form of Employment Agreement dated September 1, 2002 by and between Registrant and each of Laurence Burgess, Jonathan Josey, Anthony D. Piscopio, David L. Snitman, Kevin Koch and R. Michael Carruthers. |
| 10.16          | (9) Employment Agreement effective as of March 2002 between Registrant and John Moore  |
| 10.17          | (1) Amended and Restated Investor Rights Agreement between Registrant and the parties whose signatures appear on the signature pages thereto dated November 16, 1999   |
| 10.18          | (1) Amendment No. 1 to Amended and Restated Investor Rights Agreement between Registrant and the parties whose signatures appear on the signature pages thereto dated August 31, 2000                          |
| 10.19          | (1) Custom Synthesis Fee-For-Service Agreement between Registrant and Merck & Co., Inc. dated May 14, 1999   |
| 10.20          | (1) Array Library Screening Agreement between Registrant and E.I. du Pont de Nemours and Company dated August 1, 2000  |
| 10.21          | (1) Drug Discovery Collaboration Agreement between Registrant and ICOS Corporation dated July 31, 2000   |

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- 10.22 (1) Diversity Library Screening Agreement between Registrant and Tularik Inc. dated June 10, 1999, as amended
- 10.23 (1) Research Services Agreement between Registrant and Eli Lilly and Company dated March 22, 2000, as amended
- 10.24 (1) Custom Synthesis Development and Supply Agreement between Registrant and Merck & Co., Inc. dated September 6, 2000
- 10.25 (6) Letter Agreement dated March 17, 2001 by and between Registrant and ICOS Corporation amending the Drug Discovery Collaboration Agreement dated July 31, 2000
- 10.26 (3) Lead Generation Collaboration Agreement by and between Registrant and Takeda Chemical Industries, Ltd., dated July 18, 2001
- 10.27 (5) Rights Agreement, dated August 2, 2001, between the Registrant and Computershare Trust Company, Inc., as Rights Agent
- 10.28 (7) Agreement for the Supply of Compounds between Registrant and Pfizer Inc dated as of October 15, 2001
- 10.29 (7) Research Agreement between Registrant and Amgen Inc. dated as of November 1, 2001
- 10.30 (8) Form of purchase order for the purchase of chemical compounds and building blocks
- 23.1 Consent of Ernst & Young LLP, Independent Auditors.
- 31.1 Certification of Robert E. Conway pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of R. Michael Carruthers pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.0 Certifications of Robert E. Conway and R. Michael Carruthers pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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- (1) Incorporated herein by reference to the Registrant's registration statement on Form S-1 (File No. 333-45922).
  - (2) Incorporated herein by reference to the Registrant's registration statement on Form S-3 (File No. 333-76828).
  - (3) Incorporated herein by reference to the Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2001 (File No. 000-31979).
  - (4) Incorporated herein by reference to the Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2002 (File No. 000-31979).
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- (5) Incorporated herein by reference to the Current Report on Form 8-K as of August 3, 2001 (File No. 000-31979).
  - (6) Incorporated herein by reference to the Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2001 (File No. 000-31979).
  - (7)

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Incorporated herein by reference to the Current Report on Form 8-K/A as of February 6, 2002 (File No. 000-31979).

- (8) Incorporated herein by reference to the Current Report on Form 8-K as of January 15, 2002 (File No. 000-31979).
- (9) Incorporated herein by reference to the Annual Report on Form 10-K for the fiscal year ended June 30, 2002 (File No. 000-31979).
- (10) Incorporated herein by reference to the Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2002 (File No. 000-31979).
- (11) Incorporated herein by reference to the Registrant's definitive proxy statement on Schedule 14A dated October 1, 2002, with respect to the annual meeting of stockholders held on October 31, 2002.
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