



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

Mail Stop 4720

April 26, 2016

John Moore, Esq.
General Counsel
Array BioPharma Inc.
3200 Walnut Street
Boulder, CO 80301

**Re: Array BioPharma Inc.
Form 10-K for the fiscal year ended June 30, 2015
Filed August 21, 2015
Form 10-Q for the quarterly period ended December 31, 2015
Filed February 5, 2016
File No. 001-16633**

Dear Mr. Moore:

We have reviewed your March 14, 2016 response to our comment letter and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this comment within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to this comment, we may have additional comments.

Form 10-Q for the Quarterly Period Ended December 31, 2015

Notes to the Unaudited Condensed Financial Statements

Note 3 – Collaboration and Other Agreements

Binimetinib and Encorafenib Agreements, page 14

1. You disclose that you are entitled to receive up to \$425 million in milestone payments from PFM if certain regulatory and sales goals are achieved. Please confirm that you will disclose in the notes to financial statements in future filings the description and contingent consideration for each individual milestone as required by ASC 605-28-50-2.

John Moore, Esq.
Array BioPharma Inc.
April 26, 2016
Page 2

You may contact Rolf Sundwall at (202) 551-3105 or Keira Nakada at (202) 551-3659 if you have questions regarding comments on the financial statements and related matters. You may contact Tara Keating Brooks at (202) 551-8336 or Joseph McCann at (202) 551-6262 with any other questions.

Sincerely,

/s/ Joseph McCann for

Suzanne Hayes
Office of Healthcare and Insurance