

Atara Biotherapeutics, Inc.
 Form 4
 October 23, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Gallagher Carol Giltner

(Last) (First) (Middle)

C/O ATARA BIOTHERAPEUTICS, INC., 3260 BAYSHORE BOULEVARD

(Street)

BRISBANE, CA 94005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Atara Biotherapeutics, Inc. [ATRA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/21/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	10/21/2014		C		33,475 A \$ 11	D	
Common Stock	10/21/2014		P		18,181 A \$ 11	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	(2)	10/21/2014		A	44,871	(3) (4)	Common Stock 44,871
Restricted Stock Unit	(2)	10/21/2014		A	24,776	(5) (6)	Common Stock 24,776
Restricted Stock Unit	(2)	10/21/2014		A	13,076	(7) (8)	Common Stock 13,076
Series A Preferred Stock	(1)	10/21/2014		C	22,500	(1) (1)	Common Stock 22,500
Series B Preferred Stock	(1)	10/21/2014		C	10,975	(1) (1)	Common Stock 10,975

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gallagher Carol Giltner
C/O ATARA BIOTHERAPEUTICS, INC.
3260 BAYSHORE BOULEVARD
BRISBANE, CA 94005

X

Signatures

/s/ Tina Gullotta, Attorney-in-Fact for Carol G. Gallagher

10/23/2014

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Each share of preferred stock converted into one shares of the Issuer's common stock upon the closing of the Issuer's initial public officer. The shares had no expiration date.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock or a cash settlement.
- (3)

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The restricted stock units ("RSUs") were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based condition was satisfied upon the closing of the Issuer's initial public offering (the "IPO"). The shares that vest on the closing date of the IPO shall be settled on the first business day after the date that is six months after the closing of the IPO. For RSUs that vest after the closing of the IPO, the settlement shall occur on the first business day in January of the year immediately following the year in which the RSUs became vested. The RSUs vest as follows: 1/48th of the total number of shares monthly from March 8, 2013.

- (4) The earlier of (i) March 8, 2020 or (ii) the second anniversary of termination date.

The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based condition was satisfied upon the closing of the Issuer's IPO. The shares that vest on the closing date of the IPO shall be settled on the first business day after the date that is six months after the closing of the IPO. For RSUs that vest after the closing of the IPO, the settlement shall occur on the first business day in January of the year immediately following the year in which the RSUs became vested. The RSUs vest as follows: 1/48th of the total number of shares monthly from January 30, 2014.

- (6) The earlier of (i) January 30, 2021 or (ii) the second anniversary of termination date.

The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based condition was satisfied upon the closing of the Issuer's initial public offering (the "IPO"). The shares that vest on the closing date of the IPO shall be settled March 16, 2015. The RSUs vest as follows: 1/48th of the total number of shares monthly from March 25, 2014.

- (8) The earlier of (i) March 27, 2021 or (ii) the termination date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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