

Atara Biotherapeutics, Inc.
Form 4
May 19, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGRATH JOHN

(Last) (First) (Middle)

**701 GATEWAY
BOULEVARD, SUITE 200**

(Street)

**SOUTH SAN
FRANCISCO, CA 94080**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Atara Biotherapeutics, Inc. [ATRA]

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

05/15/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/15/2015		M		24,305	A	\$ 0 (1)
Common Stock	05/15/2015		M		41,052	A	\$ 0 (1)
Common Stock	05/15/2015		F		30,405	D	\$ 37.3

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

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information contained in this form are not
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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)		8. 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 Units	(2)	05/15/2015		A		24,305		(3)	(4)	Common Stock	24,305
Restricted Stock Units	(2)	05/15/2015		A		41,052		(6)	(7)	Common Stock	41,052

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCGRATH JOHN 701 GATEWAY BOULEVARD SUITE 200 SOUTH SAN FRANCISCO, CA 94080	Chief Financial Officer

Signatures

/s/ Tina Gullotta, Attorney-in-Fact for John F. McGrath, Jr. 05/19/2015

__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) Shares issued upon settlement of vested restricted stock units ("RSUs").
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock or a cash settlement.
- (3) 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 vested on the closing date of the IPO, and the shares that vested thereafter through May 15, 2015, were settled on May 15, 2015. The service-based vesting condition provides that 25% of the total number of shares on March 13, 2014 and 1/48th of the total number of shares monthly thereafter, subject to the holder's continuous service through

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each such date.

- (4) The earlier of (i) March 13, 2020 or (ii) the recipient's termination date.
- (5) The shares are held by the David B. Horowitz and John McGrath Jr. Revocable Living Trust dated 6/3/11, of which the Reporting Person is trustee.

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

- (6) Issuer's initial public offering (the "IPO"). The shares that vested on the closing date of the IPO, and the shares that vested thereafter through May 15, 2015, were settled on May 15, 2015. The service-based vesting condition provides that 25% of the total number of shares on January 6, 2015 and 1/48th of the total number of shares monthly thereafter, subject to the holder's continuous service through each such date.

- (7) The earlier of (i) December 12, 2020 or (ii) the recipient's 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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