

Gallagher Carol Giltner
Form 4
February 20, 2018

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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2005
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(Print or Type Responses)

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

(Last) (First) (Middle)

C/O ATARA BIOTHERAPEUTICS,
INC., 611 GATEWAY
BOULEVARD, SUITE 900

(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)

02/15/2018

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/15/2018		M	V Amount (D) Price 1,548 A \$ 0 (1)	111,286	D	
Common Stock	02/15/2018		M	817 A \$ 0 (1)	112,103	D	
Common Stock	02/16/2018		S(2)	1,183 D \$ 46.5	110,920	D	

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**

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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(3)	02/15/2018		M	1,548	(4) (5)	Common Stock	1,548
Restricted Stock Units	(3)	02/15/2018		M	817	(6) (7)	Common Stock	817

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gallagher Carol Giltner C/O ATARA BIOTHERAPEUTICS, INC. 611 GATEWAY BOULEVARD, SUITE 900 SOUTH SAN FRANCISCO, CA 94080	X

Signatures

/s/ David Tucker, Attorney-in-Fact for Carol G. Gallagher

02/20/2018

__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.

(2) Transaction pursuant to Rule 10b5-1 Plan adopted October 14, 2016.

(3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock or a cash settlement.

(4)

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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 vested on the closing date of the IPO, and the shares that vested thereafter through August 17, 2015, were settled on August 17, 2015. The service-based vesting condition provides that 1/48th of the total number of shares vest monthly from January 30, 2014, subject to the holder's continuous service through each such date.

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

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

- (6) 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 August 17, 2015, were settled on August 17, 2015. The service-based vesting condition provides that 1/48th of the total number of shares vest monthly from March 25, 2014, subject to the holder's continuous service through each such date.

- (7) The earlier of (i) March 27, 2021 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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