

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SEIDENBERG BETH C**

(Last) (First) (Middle)  
 2750 SAND HILL ROAD  
 (Street)  
 MENLO PARK, CA 94025  
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 10/21/2014                           |  | C                              | 1,852,106 A   | 2,599,029   | I  | See Footnote (2)                  |
| Common Stock                    | 10/21/2014                           |  | C                              | 55,314 A  | 77,621  | I  | See Footnote (3)                  |

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 |
| Series A Preferred Stock                   | (1)  | 10/21/2014                           |  | C                              | 1,244,871   | (1)  | (1)   | Common Stock | 1,244,871                  |
| Series B Preferred Stock                   | (1)  | 10/21/2014                           |  | C                              | 607,234   | (1)  | (1)   | Common Stock | 607,235                    |
| Series A Preferred Stock                   | (1)  | 10/21/2014                           |  | C                              | 37,179  | (1)  | (1)   | Common Stock | 37,179                     |
| Series B Preferred Stock                   | (1)  | 10/21/2014                           |  | C                              | 18,136  | (1)  | (1)   | Common Stock | 18,135                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SEIDENBERG BETH C<br>2750 SAND HILL ROAD<br>MENLO PARK, CA 94025 | X             | X         |         |       |

## Signatures

/s/ Paul Vronsky,  
Attorney-in-Fact

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 share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. The shares had no expiration date.

(2) The shares are directly held by Kleiner Perkins Caufield & Byers XV, LLC ("KPCB XV"). All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XV is KPCB XV Associates, LLC ("XV Associates"), of which the Reporting Person is a member. The voting and dispositive control over the shares is shared by the managing members of XV Associates and the Reporting Person.

(3)

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The shares are directly held by KPCB XV Founders Fund, LLC ("KPCB XV FF"). All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XV FF is XV Associates, of which the Reporting Person is a member. The voting and dispositive control over the shares is shared by the managing members of XV Associates and the Reporting Person.

### **Remarks:**

The Reporting Person disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

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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