

Atara Biotherapeutics, Inc.  
Form 4  
January 05, 2017

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARCUS JOEL S**

(Last) (First) (Middle)

**C/O ALEXANDRIA REAL  
ESTATE EQUITIES, INC, 385  
EAST COLORADO BOULEVARD,  
SUITE 299**

(Street)

**PASADENA, CA 91101**

(City) (State) (Zip)

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

**Atara Biotherapeutics, Inc. [ATRA]**

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

**01/03/2017**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)                  |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|------------------------------------------------------------------------------------|
| Common<br>Stock                       | 01/03/2017                              |                                                             | A                                       | (A)<br>or<br>(D)<br>Amount<br>2,000<br>(1)<br>Price<br>\$ 0                | 2,000                                                                                                              | D                                                                    |                                                                                    |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 4,000                                                                                                              | I                                                                    | Held by<br>the Joel S.<br>Marcus<br>and<br>Barbara A.<br>Marcus<br>Family<br>Trust |

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|                 |         |   |                        |
|-----------------|---------|---|------------------------|
| Common<br>Stock | 908,355 | I | See<br>Footnote<br>(2) |
|-----------------|---------|---|------------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                              | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Non-Qualified<br>Stock Option<br>(Right to Buy)     | \$ 15.08                                                           | 01/03/2017                              |                                                             | A                                    |                                                                                                                 | 5,500                                                          |     | <u>(3)</u>                                                       | 01/03/2024         | Common<br>Stock | 5,500                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                                                            | Relationships |              |         |       |
|---------------------------------------------------------------------------------------------------------------------------|---------------|--------------|---------|-------|
|                                                                                                                           | Director      | 10%<br>Owner | Officer | Other |
| MARCUS JOEL S<br>C/O ALEXANDRIA REAL ESTATE EQUITIES, INC<br>385 EAST COLORADO BOULEVARD, SUITE 299<br>PASADENA, CA 91101 | X             |              |         |       |

## Signatures

|                                                           |            |
|-----------------------------------------------------------|------------|
| /s/ Tina Gullotta, Attorney-in-Fact for Joel S.<br>Marcus | 01/05/2017 |
|-----------------------------------------------------------|------------|

          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).

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- (1) These restricted stock units shall vest on June 8, 2017, the date of the Company's annual stockholder meeting, subject to the Reporting Person's continuous service.

Consists of shares of common stock held by Alexandria Equities, LLC. Mr. Marcus is the Chairman, CEO and Founder of Alexandria Real Estate Equities, Inc., which is the managing member of Alexandria Equities, LLC, which has full voting and investment power with

- (2) respect to the shares owned by Alexandria Equities, LLC. As an officer of Alexandria Real Estate Equities, Inc., Mr. Marcus may be deemed to have voting and investment power with respect to the shares owned by Alexandria Equities, LLC. Mr. Marcus disclaims beneficial ownership of the shares held by Alexandria Equities, LLC, except to the extent of his underlying pecuniary interest therein.

- (3) The option shall vest on June 8, 2017, the date of the Company's annual stockholder meeting, subject to the Reporting Person's continuous service.

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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