

Atara Biotherapeutics, Inc.  
 Form 4  
 February 16, 2017

**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 \*  
 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)  
 02/15/2017

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 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	02/15/2017		M		1,548	A	\$ 0 (1)
Common Stock	02/15/2017		M		817	A	\$ 0 (1)
Common Stock	02/16/2017		S(2)		1,183	D	\$ 16.1

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

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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. Pr Deriv Secur (Instr. 3 and 4)
Restricted Stock Units	(3)	02/15/2017		M	1,548	(4) (5)	Common Stock	1,548
Restricted Stock Units	(3)	02/15/2017		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/ Tina Gullotta, Attorney-in-Fact for Carol G. Gallagher  
02/16/2017

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).
- (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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