

Gallagher Carol Giltner  
Form 4  
November 17, 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  
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response... 0.5

(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)

11/15/2017

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<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 Acquired<br>(A) or Disposed of<br>(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                       | 11/15/2017                              |                                                             | M                                       | V Amount (A) or (D) Price<br>1,549 A \$ 0<br>(1)                           | 110,105                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/15/2017                              |                                                             | M                                       | 817 A \$ 0<br>(1)                                                          | 110,922                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/16/2017                              |                                                             | S(2)                                    | 1,184 D \$<br>14.2                                                         | 109,738                                                                                                            | D                                                                    |                                                                   |

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**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares                                  |
| Restricted Stock Units                     | (3)                                                    | 11/15/2017                           |                                                    | M                              | 1,549                                                                                   | (4) (5)                                                  | Common Stock                                                  | 1,549 \$                                                    |
| Restricted Stock Units                     | (3)                                                    | 11/15/2017                           |                                                    | 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

11/17/2017

\_\_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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