

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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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 *
Soffer Gad

2. Issuer Name and Ticker or Trading Symbol
Atara Biotherapeutics, Inc. [ATRA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2017

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)

EVP & Chief Strategy Officer

611 GATEWAY
BOULEVARD, SUITE 900

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

SOUTH SAN
FRANCISCO, CA 94080

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/14/2017		S ⁽¹⁾		7,000	D	\$ 15.22 <u>(2)</u>
Common Stock	02/15/2017		M		9,616	A	\$ 0 ⁽³⁾
Common Stock	02/15/2017		M		4,146	A	\$ 0 ⁽³⁾
Common Stock	02/16/2017		S ⁽⁴⁾		7,273	D	\$ 15.62 <u>(5)</u>

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The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$15.00 to \$15.65. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(3) Shares issued upon settlement of vested restricted stock units ("RSUs").

(4) Shares sold to cover tax liability from settlement of RSUs.

The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$15.40 to \$16.30. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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

The 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 May 15, 2015, were settled on May 15, 2015. The service-based vesting condition provides that 25% of the total number of shares on March 25, 2014 and 1/48th of the total number of shares monthly thereafter, subject to the holder's continuous service through each such date.

(7)

(8) The earlier of (i) March 13, 2020 or (ii) the recipient's termination date.

The 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

(9) 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 May 15, 2015, were settled on May 15, 2015. The service-based vesting condition provides that 1/48th of the total number of shares shall vest monthly from January 10, 2014, subject to the holder's continuous service through each such date.

(10) The earlier of (i) January 10, 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.

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