

Atara Biotherapeutics, Inc.
Form SC 13G/A
December 08, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

ATARA BIOTHERAPEUTICS, INC.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

046513107

(CUSIP Number)

December 5, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 046513107

Names of reporting persons.

1)
CELGENE CORPORATION
Check the appropriate box if a member of a group (see instructions)

2)
(a) (b)
SEC use only

3)
Citizenship or place of organization

4)
Delaware, U.S.A.

Number of Sole voting power
5)

shares 1,154,540
 Shared voting power
beneficially 6)

owned by 0
 Sole dispositive power
7)

each 1,154,540
reporting Shared dispositive power
person 8)
 0

with:

Aggregate amount beneficially owned by each reporting person
9)
1,154,540
Check if the aggregate amount in Row (9) excludes certain shares (see instructions)
10)

Percent of class represented by amount in Item 9
11)

3.8% (1)
Type of reporting person (see instructions)

12)
CO

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The percentage ownership is based upon 30,595,866 shares of Common Stock outstanding as of October 31, 2017 (1) as reported in the Issuer's Quarterly Report filed with the Securities and Exchange Commission on November 9, 2017.

ITEM 1.

(A) NAME OF ISSUER:

Atara Biotherapeutics, Inc.

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE:

611 Gateway Blvd., Suite 900, South San Francisco, California 94080

ITEM 2.

(A) NAME OF PERSONS FILING:

Celgene Corporation

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR IF NONE, RESIDENCE:

86 Morris Avenue, Summit, New Jersey 07901

(C) CITIZENSHIP:

Delaware, U.S.A.

(D) TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.0001 par value

(E)CUSIP NUMBER:

046513107

ITEM 3. STATEMENT FILED PURSUANT TO RULE 13D-1(B) OR 13D-2(B) OR (C)

Not applicable.

ITEM 4. OWNERSHIP.

(a), (b) and (c) — The information contained on the cover page to this Schedule 13G/A is incorporated herein by reference.

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following x.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 8, 2017

CELGENE
CORPORATION

By: /s/ Thomas M. Perone
Thomas M. Perone
Assistant Secretary