

Atara Biotherapeutics, Inc.
 Form 4
 February 18, 2016

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 *
MCGRATH JOHN

(Last) (First) (Middle)
 701 GATEWAY
 BOULEVARD, SUITE 200
 (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)
 02/16/2016

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)
 Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/16/2016		M		2,804 A \$ 0 ⁽¹⁾	82,017	D
Common Stock	02/16/2016		M		7,697 A \$ 0 ⁽¹⁾	89,714	D
Commono Stock	02/16/2016		S ⁽²⁾⁽³⁾		6,000 D \$ 15.49 ⁽⁴⁾	83,714	D

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

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SEC 1474 (9-02)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(5)	02/16/2016		M	2,804	(6)	(7)	Common Stock	2,804
Restricted Stock Units	(5)	02/16/2016		M	7,697	(9)	(10)	Common Stock	7,697

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGRATH JOHN 701 GATEWAY BOULEVARD SUITE 200 SOUTH SAN FRANCISCO, CA 94080			Chief Financial Officer	

Signatures

/s/ Tina Gullotta, Attorney-in-Fact for John F. McGrath, Jr. 02/18/2016

__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 ("RSUs").
- (2) Shares sold to cover tax obligation from settlement of vested restricted stock units.
- (3) Transaction pursuant to Rule 10b5-1 Plan adopted July 2, 2015.
- (4)

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The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$15.23 to \$15.79. 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.

- (5) 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 13, 2014 and 1/48th of the total number of shares monthly thereafter, subject to the holder's continuous service through each such date.

- (6) The earlier of (i) March 13, 2020 or (ii) the recipient's termination date.
- (7) The shares are held by the David B. Horowitz and John McGrath Jr. Revocable Living Trust dated 6/3/11, of which the Reporting Person is trustee.

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 January 6, 2015 and 1/48th of the total number of shares monthly thereafter, subject to the holder's continuous service through each such date.

- (9) The earlier of (i) December 12, 2020 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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