

Atara Biotherapeutics, Inc.

Form 4

October 23, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAG Ventures Management V, LLC

(Last) (First) (Middle)

251 LYTTON AVENUE, SUITE
200

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Atara Biotherapeutics, Inc. [ATRA]

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

10/21/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Common Stock | 10/21/2014 | | C | 1,902,798 | A <u>1</u> 1,902,798 | I | see footnote (2) |
| Common Stock | 10/21/2014 | | C | 4,634 | A <u>1</u> 4,634 | I | see footnote (3) |

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

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information contained in this form are not
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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Series A Preferred | <u>(1)</u> | 10/21/2014 | | C | 1,278,935 | <u>(1)</u> <u>(1)</u> | Common Stock 1,278,935 |
| Series B Preferred | <u>(1)</u> | 10/21/2014 | | C | 623,863 | <u>(1)</u> <u>(1)</u> | Common Stock 623,863 |
| Series A Preferred | <u>(1)</u> | 10/21/2014 | | C | 3,115 | <u>(1)</u> <u>(1)</u> | Common Stock 3,115 |
| Series B Preferred | <u>(1)</u> | 10/21/2014 | | C | 1,519 | <u>(1)</u> <u>(1)</u> | Common Stock 1,519 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DAG Ventures Management V, LLC 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| Cadeddu John J. 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| Goodrich R. Thomas 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| Pianim Nicholas K. 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| Chung Young J. 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| Williams Greg 251 LYTTON AVENUE, SUITE 200 | | X | | |

PALO ALTO, CA 94301

DAG Ventures V-QP, L.P.

251 LYTTON AVENUE, SUITE 200

X

PALO ALTO, CA 94301

DAG Ventures V, L.P.

251 LYTTON AVENUE, SUITE 200

X

PALO ALTO, CA 94301

Signatures

/s/ Joseph J. Zanone by power of
attorney

10/23/2014

__Signature of Reporting Person

Date

John Cadeddu

10/23/2014

__Signature of Reporting Person

Date

Thomas R. Goodrich

10/23/2014

__Signature of Reporting Person

Date

Nicholas K. Pianim

10/23/2014

__Signature of Reporting Person

Date

Young J. Chung

10/23/2014

__Signature of Reporting Person

Date

Greg Williams

10/23/2014

__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) All outstanding shares of the Issuer's preferred stock automatically converted into Common Stock on a 1:1 basis upon the closing of the Issuer's initial public offering for no additional consideration and had no expiration date.

The shares are held by DAG Ventures V-QP, L.P. DAG Ventures Management V, LLC ("DAG Management V") serves as the sole General Partner of DAG Ventures V-QP, L.P. ("DAG V-QP"). As such, DAG Management V possesses sole voting and investment control over the securities owned by DAG V-QP and may be deemed to have indirect beneficial ownership of the securities held by DAG

- (2) V-QP. DAG Management V, however, owns no securities of the Issuer directly. Messrs. Cadeddu, Chung, Goodrich, Pianim and Williams are Managing Directors of DAG Management V and share voting and dispositive power over the shares held by DAG V-QP. Each Reporting Person disclaims beneficial ownership of the shares held by DAG V-QP except to the extent of his or its proportionate pecuniary interest therein.

The shares are held by DAG Ventures V, L.P. DAG Ventures Management V, LLC ("DAG Management V") serves as the sole General Partner of DAG Ventures V, L.P. ("DAG V"). As such, DAG Management V possesses sole voting and investment control over the securities owned by DAG V and may be deemed to have indirect beneficial ownership of the securities held by DAG V. DAG

- (3) Management V, however, owns no securities of the Issuer directly. Messrs. Cadeddu, Chung, Goodrich, Pianim and Williams are Managing Directors of DAG Management V and share voting and dispositive power over the shares held by DAG V. Each Reporting Person disclaims beneficial ownership of the shares held by DAG V except to the extent of his or its proportionate pecuniary interest therein.

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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