

Atara Biotherapeutics, Inc.
Form 4
May 19, 2015

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ciechanover Isaac E.

(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)

05/15/2015

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 Executive 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/15/2015		M		31,508	A \$ 0 ⁽¹⁾	69,508	D	
Common Stock	05/15/2015		F		14,801	D \$ 37.3	54,707	D	
Common Stock							392,300	I	See footnote ⁽²⁾
Common Stock							488,653	I	See footnote ⁽³⁾
Common Stock							180,000	I	See footnote ⁽⁴⁾

Edgar Filing: Atara Biotherapeutics, Inc. - Form 4

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

SEC 1474
(9-02)

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(5)	05/15/2015		M	31,508	(6) (7)	Common Stock	31,508

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ciechanover Isaac E. 701 GATEWAY BOULEVARD SUITE 200 SOUTH SAN FRANCISCO, CA 94080	X Chief Executive Officer

Signatures

/s/ Tina Gullotta, Attorney-in-Fact for Isaac E. Ciechanover
05/19/2015
**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 are held by the Isaac E. Ciechanover and Allison M. Ciechanover Family Trust dated 8/8/08, of which the Reporting Person is a trustee.
- (3) Shares are held by the Ciechanover Family GRAT, of which the Reporting Person is a trustee.
- (4) Shares are held by the The Ciechanover 2015 GRAT, of which the Reporting Person is a trustee.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock or a cash settlement.

Edgar Filing: Atara Biotherapeutics, Inc. - Form 4

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

- (6) 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.

- (7) 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.