

Atara Biotherapeutics, Inc.
 Form 4
 October 23, 2014

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)
 3260 BAYSHORE BOULEVARD
 (Street)

BRISBANE, CA 94005

(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 ___ 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 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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	10/21/2014	A	44,871					<u>(2)</u>	<u>(3)</u>	Common Stock	44,871
Restricted Stock Unit	<u>(1)</u>	10/21/2014	A	123,158					<u>(5)</u>	<u>(6)</u>	Common Stock	123,158

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGRATH JOHN 3260 BAYSHORE BOULEVARD BRISBANE, CA 94005			Chief Financial Officer	

Signatures

/s/ Tina Gullotta, Attorney-in-Fact for John F. McGrath, Jr. 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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock or a cash settlement.
The restricted stock units ("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 vest on the closing date of the IPO shall be settled on
 - (2) the first business day after the date that is six months after the closing of the IPO. For RSUs that vest after the closing of the IPO, the settlement shall occur on the first business day in January of the year immediately following the year in which the RSUs became vested. The RSUs vest as follows: 25% of the total number of shares on March 13, 2014 and 1/48th of the total number of shares monthly thereafter.
 - (3) The earlier of (i) March 13, 2020 or (ii) the second anniversary of termination date.
 - (4) 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 IPO. The shares that vest on the closing date of the IPO shall be settled on the first business day after the date that is six months
 - (5) after the closing of the IPO. For RSUs that vest after the closing of the IPO, the settlement shall occur on the first business day in January of the year immediately following the year in which the RSUs became vested. The RSUs vest as follows: 25% of the total number of shares on January 6, 2015 and 1/48th of the total number of shares monthly thereafter.
 - (6) The earlier of (i) December 12, 2020 or (ii) the second anniversary of 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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