Atara Biotherapeutics, Inc.

Form 4

October 23, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

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See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SEIDENBERG BETH C			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Atara Biotherapeutics, Inc. [ATRA]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X DirectorX 10% Owner		
2750 SAND HILL ROAD			10/21/2014	Officer (give titleOther (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
MENI O PARK CA 94025				Form filed by More than One Reporting		

MENI	OPARK	$C\Delta$	94025

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Sec	uritie	s Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities a corr Disposed of (Instr. 3, 4 an	of (D)	. ,	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)
Common Stock	10/21/2014		C	1,852,106	A	(1)	2,599,029	I	See Footnote
Common Stock	10/21/2014		C	55,314	A	<u>(1)</u>	77,621	I	See Footnote (3)

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

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Person

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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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		rivative Expiration Date curities (Month/Day/Year) quired (A) or sposed of (D)		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 Stock	<u>(1)</u>	10/21/2014		C		1,244,871	<u>(1)</u>	<u>(1)</u>	Common Stock	1,244,87
Series B Preferred Stock	(1)	10/21/2014		C		607,234	<u>(1)</u>	<u>(1)</u>	Common Stock	607,235
Series A Preferred Stock	<u>(1)</u>	10/21/2014		C		37,179	<u>(1)</u>	<u>(1)</u>	Common Stock	37,179
Series B Preferred Stock	(1)	10/21/2014		C		18,136	<u>(1)</u>	<u>(1)</u>	Common Stock	18,135

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
SEIDENBERG BETH C 2750 SAND HILL ROAD MENLO PARK, CA 94025	X	X						

Signatures

/s/ Paul Vronsky, Attorney-in-Fact

**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 share of preferred stock converted into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. The shares had no expiration date.
- (2) The shares are directly held by Kleiner Perkins Caufield & Byers XV, LLC ("KPCB XV"). All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XV is KPCB XV Associates, LLC ("XV Associates"), of which the Reporting Person is a member. The voting and dispositive control over the shares is shared by the managing members of XV Associates and the Reporting Person.

(3)

Reporting Owners 2

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The shares are directly held by KPCB XV Founders Fund, LLC ("KPCB XV FF"). All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XV FF is XV Associates, of which the Reporting Peron is a member. The voting and dispositive control over the shares is shared by the managing members of XV Associates and the Reporting Person.

Remarks:

The Reporting Person disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, and Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

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.