

Atara Biotherapeutics, Inc.  
Form 8-K  
March 27, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 27, 2017**

**Atara Biotherapeutics, Inc.**

**(Exact name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-36548**  
**(Commission**  
  
**File Number)**

**46-0920988**  
**(IRS Employer**  
  
**Identification No.)**

**611 Gateway Boulevard, Suite 900**

**South San Francisco, CA**  
**(Address of Principal Executive Offices)**

**94080**  
**(Zip Code)**

**Registrant's Telephone Number, Including Area Code: (650) 278-8930**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On March 27, 2017, Atara Biotherapeutics, Inc. (the Company ) entered into a sales agreement (the Agreement ) with Cowen and Company, LLC ( Cowen ) under which the Company may offer and sell, from time to time at its sole discretion, shares of its common stock, par value \$0.0001 per share (the Common Stock ), having an aggregate offering price of up to \$75,000,000 through Cowen as its sales agent (the ATM Offering ).

Cowen may sell the Common Stock by any method that is deemed to be an at the market offering as defined in Rule 415 of the Securities Act of 1933, as amended, including sales made directly on The NASDAQ Global Select Market or any other trading market for our common stock. Cowen will use commercially reasonable efforts to sell the Common Stock from time to time, based upon instructions from the Company (including any price, time or size limits or other customary parameters or conditions the Company may impose). The Company will pay Cowen a commission of up to 3.0% of the gross sales proceeds of any Common Stock sold through Cowen under the Agreement, and also has provided Cowen with customary indemnification rights.

The Company is not obligated to make any sales of Common Stock under the Agreement. The offering of shares of Common Stock pursuant to the Agreement will terminate upon the earlier of (i) the sale of all Common Stock subject to the Agreement or (ii) termination of the Agreement in accordance with its terms.

The foregoing description of the Agreement is not complete and is qualified in its entirety by reference to the full text of the Agreement, a copy of which is filed herewith as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The shares of Common Stock being offered pursuant to the Agreement will be offered and sold pursuant to the Company s shelf registration statement on Form S-3 (File No. 333-207876). On March 27, 2017, the Company filed a prospectus supplement relating to the ATM Offering with the Securities and Exchange Commission.

The legal opinion of Cooley LLP relating to the shares of Common Stock being offered pursuant to the Agreement is filed as Exhibit 5.1 to this Current Report on Form 8-K.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein, nor shall there be any offer, solicitation, or sale of the securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit

Number

Description

- |      |   |
|------|---|
| 5.1  | Opinion of Cooley LLP.  |
| 10.1 | Sales Agreement, dated March 27, 2017, by and between Atara Biotherapeutics, Inc. and Cowen and Company, LLC. |
| 23.1 | Consent of Cooley LLP (included in Exhibit 5.1).  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Atara Biotherapeutics, Inc.**

By: /s/ Heather Turner  
Heather Turner

Executive Vice President,  
General Counsel and Secretary and Head  
of Portfolio Strategy

Date: March 27, 2017

**Exhibit Index**

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5.1	Opinion of Cooley LLP.
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