

Atara Biotherapeutics, Inc.  
Form 4  
September 21, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SEIDENBERG BETH C

2. Issuer Name and Ticker or Trading Symbol  
Atara Biotherapeutics, Inc. [ATRA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2750 SAND HILL ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/17/2015

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

MENLO PARK, CA 94025

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 (Instr. 4) |           |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |           |   |                  |
| Common Stock                    | 09/17/2015                           |  | J                              |   | 291,300   | D  | \$ 0<br>(1)                       | 1,822,228 | I | See Footnote (2) |
| Common Stock                    | 09/17/2015                           |  | J                              |   | 8,700   | D  | \$ 0<br>(3)                       | 54,422    | I | See Footnote (4) |
| Common Stock                    | 09/17/2015                           |  | J                              |   | 48,234  | A  | \$ 0<br>(1)                       | 48,234    | I | See Footnote (5) |
| Common Stock                    | 09/17/2015                           |  | J                              |   | 43,518  | D  | \$ 0<br>(6)                       | 4,716     | I | See Footnote (5) |

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|              |            |   |       |   |             |       |   |                  |
|--------------|------------|---|-------|---|-------------|-------|---|------------------|
| Common Stock | 09/17/2015 | J | 3,693 | A | \$ 0<br>(6) | 3,693 | D |                  |
| Common Stock | 09/17/2015 | J | 197   | A | \$ 0<br>(6) | 197   | I | See Footnote (7) |
| Common Stock | 09/17/2015 | J | 197   | A | \$ 0<br>(6) | 197   | I | See Footnote (8) |

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

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

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

## Signatures

/s/ Paul Vronsky,  
Attorney-in-Fact

09/21/2015

\*\*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) Pro rata distribution to the members of Kleiner Perkins Caufield & Byers XV, LLC ("KPCB XV") pursuant to the terms of its operating agreement.

The shares are directly held by 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"). The voting and dispositive control over the shares is shared by individual managing members of XV Associates, none of whom has veto power.

(3) Pro rata distribution to the members of KPCB Founders Fund, LLC ("KPCB XV FF") pursuant to the terms of its operating agreement.

The shares are directly held by KPCB XV FF. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee".

(4) The managing member of KPCB XV FF is XV Associates. The voting and dispositive control over the shares is shared by individual managing members of XV Associates, none of whom has veto power.

(5) Shares held by XV Associates. The Reporting Person is a managing member of XV Associates. The voting and dispositive control over the shares is shared by individual managing members of XV Associates, none of whom has veto power.

(6) Pro rata distribution to the members of XV Associates pursuant to the terms of its operating agreement.

(7) Shares held by the Michael J. Seidenberg Irrevocable Trust, established July 1, 2013, of which the Reporting Person is a trustee.

(8) Shares held by the Samuel B. Seidenberg Irrevocable Trust, established July 1, 2013, of which the Reporting Person is a trustee.

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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