

Atara Biotherapeutics, Inc.
Form 8-K
January 04, 2018

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): January 3, 2018

ATARA BIOTHERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36548
(Commission

File Number)
Atara Biotherapeutics, Inc.

46-0920988
(IRS Employer

Identification No.)

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611 Gateway Boulevard, Suite 900

South San Francisco, CA 94080

(Address of principal executive offices, including zip code)

(650) 278-8930

(Registrant's telephone number, including area code)

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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On January 3, 2018, Atara Biotherapeutics, Inc. (Atara or the Company) entered into an underwriting agreement, or the Underwriting Agreement, with J.P. Morgan Securities LLC and Cowen and Company, LLC, as representatives of the several underwriters named therein, collectively, the Underwriters, relating to the public offering, issuance and sale of 7,000,000 shares of the Company s common stock, par value \$0.0001 per share, or the Common Stock. The price to the public in this offering is \$18.25 per share, and the Underwriters have agreed to purchase the shares from the Company pursuant to the Underwriting Agreement at a price of \$17.155 per share. Under the terms of the Underwriting Agreement, Atara also granted the Underwriters an option exercisable for 30 days to purchase up to an additional 1,050,000 shares of Common Stock at the public offering price, less underwriting discounts and commissions. The gross proceeds to the Company from this offering are expected to be approximately \$127,750,000, before deducting underwriting discounts and commissions and other estimated offering expenses payable by the Company, or \$146,912,500 if the Underwriters exercise in full their option to purchase additional shares of Common Stock. The offering is expected to close on January 8, 2018, subject to customary closing conditions.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties, including being qualified by confidential disclosures exchanged between the parties in connection with the execution of the Underwriting Agreement.

The offering is being made pursuant to the Company s effective registration statement on Form S-3 and an accompanying prospectus (Registration Statement No. 333-207876) previously filed with the SEC and a preliminary and final prospectus supplement thereunder. The Underwriting Agreement is filed as Exhibit 1.1 to this report, and the description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. A copy of the opinion of Cooley LLP relating to the legality of the issuance and sale of the shares in the offering is attached as Exhibit 5.1 hereto.

Additionally, the Company is filing information for the purpose of updating the risk factor disclosure contained in its prior public filings, including those discussed under the heading Item 1A. Risk Factors in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, filed with the SEC on November 9, 2017. The Company is also supplementing and updating certain aspects of the description of its business from that described under the heading Item 1. Business in its Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 9, 2017. The updated Company disclosures are filed herewith as Exhibit 99.1 and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit | Description |
|----------------|--|
| 1.1 | <u>Underwriting Agreement, dated as of January 3, 2018, by and among Atara Biotherapeutics, Inc., J.P. Morgan Securities LLC and Cowen and Company, LLC.</u> |
| 5.1 | <u>Opinion of Cooley LLP.</u> |

23.1 Consent of Cooley LLP (contained in Exhibit 5.1).

99.1 Updated Company Disclosure.

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 hereunto duly authorized.

Atara Biotherapeutics, Inc.

Dated: January 4, 2018

By: /s/ John McGrath
John McGrath
Chief Financial Officer