

Atara Biotherapeutics, Inc.
Form 4
September 21, 2015

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

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

(Last) (First) (Middle)

2750 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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

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)

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 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	09/17/2015		J	291,300 D	\$ 0 (1) 1,822,228	I	See Footnote (2)
Common Stock	09/17/2015		J	8,700 D	\$ 0 (3) 54,422	I	See Footnote (4)
Common Stock	09/17/2015		J	48,234 A	\$ 0 (1) 48,234	I	See Footnote (5)
Common Stock	09/17/2015		J	43,518 D	\$ 0 (6) 4,716	I	See Footnote (5)

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Common Stock	09/17/2015	J	3,693	A	<u>\$ 0</u> (6)	3,693	D	
Common Stock	09/17/2015	J	197	A	<u>\$ 0</u> (6)	197	I	See Footnote (7)
Common Stock	09/17/2015	J	197	A	<u>\$ 0</u> (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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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 (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. 6)
				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 2750 SAND HILL ROAD 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".

- (2) 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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