Atara Biotherapeutics, Inc.
Form 4
August 19, 2015

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 *
Soffer Gad

(Last) (First) (Middle)

701 GATEWAY BOULEVARD, SUITE 200

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/17/2015		M		9,615	A	$ 0 (1)	75,403	D	
Common Stock	08/17/2015		M		4,145	A	$ 0 (1)	79,548	D	
Common Stock	08/17/2015		M (2)		2,778	A	$ 11	82,326	D	
Common Stock	08/17/2015		S (2)		8,778	D	$ 50	73,548	D	
Common Stock	08/18/2015		S (2)		4,284	D	$ 49.26	69,264	D	

Common Stock	08/18/2015		S[2][4]	3,427	D	[3] $ 49.78 [5]	65,837	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	[6]	08/17/2015		M			9,615	[7]	[8]	Common Stock	9,615
Restricted Stock Units	[6]	08/17/2015		M			4,145	[9]	[10]	Common Stock	4,145
Employee Stock Option (Right to Buy)	$ 11	08/17/2015		M[2]			2,778	[11]	10/24/2021	Common Stock	2,778

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Soffer Gad 701 GATEWAY BOULEVARD SUITE 200 SOUTH SAN FRANCISCO, CA 94080			Chief Operating Officer	

Signatures

/s/ Tina Gullotta, Attorney-in-Fact for Gad Soffer	05/19/2015
**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)	Shares issued upon settlement of vested restricted stock units ("RSUs").
(2)	Transaction pursuant to Rule 10b5-1 Plan adopted May 14, 2015.
(3)	The price in Column 4 is a weighted average sale price. The prices actually received ranged from $48.54 to $49.47. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
(4)	Shares sold to cover tax liability from settlement of RSUs.
(5)	The price in Column 4 is a weighted average sale price. The prices actually received ranged from $49.58 to $50.51. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
(6)	Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock or a cash settlement.
(7)	The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based condition was satisfied upon the closing of the Issuer's initial public offering (the "IPO"). The shares that vested on the closing date of the IPO, and the shares that vested thereafter through May 15, 2015, were settled on May 15, 2015. The service-based vesting condition provides that 25% of the total number of shares on March 25, 2014 and 1/48th of the total number of shares monthly thereafter, subject to the holder's continuous service through each such date.
(8)	The earlier of (i) March 13, 2020 or (ii) the recipient's termination date.
(9)	The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based condition was satisfied upon the closing of the Issuer's initial public offering (the "IPO"). The shares that vested on the closing date of the IPO, and the shares that vested thereafter through May 15, 2015, were settled on May 15, 2015. The service-based vesting condition provides that 1/48th of the total number of shares shall vest monthly from January 10, 2014, subject to the holder's continuous service through each such date.
(10)	The earlier of (i) January 10, 2021 or (ii) the recipient's termination date.
(11)	1/48th of the shares subject to the stock option vest and become exercisable each month following October 15, 2014.

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.