

Atara Biotherapeutics, Inc.

Form 4

October 23, 2014

**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  
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2015  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARCUS JOEL S**

(Last) (First) (Middle)

**C/O ALEXANDRIA REAL  
ESTATE EQUITIES, INC, 385  
EAST COLORADO BOULEVARD,  
SUITE 299**

(Street)

**PASADENA, CA 91101**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**Atara Biotherapeutics, Inc. [ATRA]**

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

**10/21/2014**

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/21/2014		C		256,410	A	<u>11</u>	256,410	I	See Footnote <u>(2)</u>
Common Stock	10/21/2014		C		501,945	A	<u>31</u>	758,355	I	See Footnote <u>(2)</u>
Common Stock	10/21/2014		P		150,000	A	\$ 11	908,355	I	See Footnote <u>(2)</u>

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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. Amount or Number of Shares
Series A Preferred Stock	(1)	10/21/2014		C	256,410	(1) (1)	Common Stock	256,410
Series B Preferred Stock	(3)	10/21/2014		C	501,945	(3) (3)	Common Stock	501,945

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARCUS JOEL S C/O ALEXANDRIA REAL ESTATE EQUITIES, INC 385 EAST COLORADO BOULEVARD, SUITE 299 PASADENA, CA 91101	X			

## Signatures

/s/ Joel S.  
Marcus

10/23/2014

\*\*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) The Series A Preferred Stock had no expiration date and each share of Series A Preferred Stock was automatically converted into common stock on a 1-for-1 basis upon the consummation of the Issuer's initial public offering.
- (2) Consists of shares of common stock held by Alexandria Equities, LLC. Mr. Marcus is the Chairman, CEO and Founder of Alexandria Real Estate Equities, Inc., which is the managing member of Alexandria Equities, LLC, which has full voting and investment power with

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respect to the shares owned by Alexandria Equities, LLC. As an officer of Alexandria Real Estate Equities, Inc., Mr. Marcus may be deemed to have voting and investment power with respect to the shares owned by Alexandria Equities, LLC. Mr. Marcus disclaims beneficial ownership of the shares held by Alexandria Equities, LLC, except to the extent of his underlying pecuniary interest therein.

- (3) The Series B Preferred Stock had no expiration date and each share of Series B Preferred Stock was automatically converted into common stock on a 1-for-1 basis upon the consummation of the Issuer's initial public offering.

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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