

Atara Biotherapeutics, Inc.  
Form S-1MEF  
July 09, 2015

As filed with the Securities and Exchange Commission on July 9, 2015

Registration No. 333-

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

**FORM S-1**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**ATARA BIOTHERAPEUTICS, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

<b>Delaware</b> <b>(State or other jurisdiction of</b>	<b>2836</b> <b>(Primary Standard Industrial</b>	<b>46-0920988</b> <b>(I.R.S. Employer</b>
<b>Incorporation or organization)</b>	<b>Classification Code Number)</b> <b>701 Gateway Boulevard, Suite 200</b>	<b>Identification No.)</b>

**South San Francisco, California 94080**

**(650) 278-8930**

**(Address, Including Zip Code and Telephone Number, of Registrant's Principal Executive Offices)**

**Isaac E. Ciechanover, M.D.**

**Chief Executive Officer**

**Atara Biotherapeutics, Inc.**

**701 Gateway Boulevard, Suite 200**

**South San Francisco, California 94080**

**(650) 278-8930**

**(Name, Address, Including Zip Code and Telephone Number, Including Area Code, of Agent for Service)**

*Copies to:*

**Kenneth L. Guernsey**

**Jodie M. Bourdet**

**Cooley LLP**

**101 California Street, 5<sup>th</sup> Floor**

**San Francisco, California 94111**

**(415) 693-2000**

**Bruce K. Dallas**

**Davis Polk & Wardwell LLP**

**1600 El Camino Real**

**Menlo Park, California 94025**

**(650) 752-2000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-205347)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

TITLE OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE AMOUNT OF OFFERING REGISTRATION PRICE <sup>(1)(2)</sup> FEE <sup>(1)</sup>	
	Common Stock, \$0.0001 par value per share	\$34,500,000

(1) The registration fee is calculated in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended (the *Securities Act*). The registrant previously registered securities at an aggregate offering price not to exceed \$172,500,000 on a Registration Statement on Form S-1, as amended (File No. 333-205347), which was declared effective by the Securities and Exchange Commission on July 9, 2015. Includes the aggregate offering price of shares that the underwriters have the option to purchase.

(2)

Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(o) under the Securities Act.

**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act.**

**EXPLANATORY NOTE AND INCORPORATION OF**

**CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Atara Biotherapeutics, Inc. (the **Registrant**) is filing this Registration Statement on Form S-1 (this **Registration Statement**) with the Securities and Exchange Commission (the **Commission**) solely for the purpose of registering an increase in the maximum aggregate offering price by \$34,500,000. This Registration Statement relates to the public offering of shares of common stock contemplated by the Registration Statement on Form S-1, as amended (File No. 333-205347) (the **Prior Registration Statement**), which the Registrant originally filed with the Commission on June 29, 2015, and which the Commission declared effective on July 9, 2015. Pursuant to Rule 462(b), the information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on this 9<sup>th</sup> day of July, 2015.

**ATARA BIOTHERAPEUTICS, INC.**

/s/ Isaac E. Ciechanover  
 Isaac E. Ciechanover, M.D.  
*Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Isaac E. Ciechanover	President, Chief Executive Officer and Director	July 9, 2015
Isaac E. Ciechanover, M.D.	<i>(Principal Executive Officer)</i>	
/s/ John F. McGrath, Jr.	Chief Financial Officer	July 9, 2015
John F. McGrath, Jr.	<i>(Principal Financial and Accounting Officer)</i>	
*	Director	July 9, 2015
Eric L. Dobmeier		
*	Director	July 9, 2015
Matthew K. Fust		
*	Director	July 9, 2015
Carol Gallagher, Pharm.D.		
*	Director	July 9, 2015
Joel S. Marcus		
*	Director	July 9, 2015
Beth Seidenberg, M.D.		
*	Director	July 9, 2015

Eckard Weber, M.D.

\* Pursuant to Power of Attorney

By: /s/ Isaac E. Ciechanover  
Isaac E. Ciechanover, M.D.

**EXHIBIT INDEX**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION OF DOCUMENT</b>
5.1	Opinion of Cooley LLP
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Cooley LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-205347), filed with the Commission on June 29, 2015 and incorporated herein by reference).