

Atara Biotherapeutics, Inc.
Form 4
October 23, 2014

FORM 4

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

OMB APPROVAL

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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 *
Kleiner Perkins Caufield & Byers
XV, LLC

(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)

10/21/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X 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)
Common Stock	10/21/2014		C	1,852,106	A <u>1</u> 2,599,029	I	See Footnote (2)
Common Stock	10/21/2014		C	55,314	A <u>1</u> 77,621	I	See Footnote (3)

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

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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
Series A Preferred Stock	(1)	10/21/2014		C	1,244,871	(1)	(1)	Common Stock	1,244,871
Series B Preferred Stock	(1)	10/21/2014		C	607,234	(1)	(1)	Common Stock	607,235
Series A Preferred Stock	(1)	10/21/2014		C	37,179	(1)	(1)	Common Stock	37,179
Series B Preferred Stock	(1)	10/21/2014		C	18,136	(1)	(1)	Common Stock	18,135

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kleiner Perkins Caufield & Byers XV, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025		X		
KPCB XV Associates, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025		X		
KPCB XV Founders Fund, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025		X		

Signatures

/s/ Paul Vronsky, General Counsel
10/23/2014
**Signature of Reporting Person Date

/s/ Paul Vronsky, General Counsel
10/23/2014
**Signature of Reporting Person Date

/s/ Paul Vronsky, General
Counsel

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) Each share of preferred stock converted into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. The shares had no expiration date.

The shares are directly held by Kleiner Perkins Caufield & Byers XV, LLC ("KPCB XV"). All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XV is KPCB XV Associates, LLC ("XV Associates").
- (2) The voting and dispositive control over the shares is shared by individual managing members of XV Associates, none of whom has veto power.

The shares are directly held by KPCB XV Founders Fund, LLC ("KPCB XV FF"). All shares are held for convenience in the name of
- (3) "KPCB Holdings, Inc., as nominee". 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.

Remarks:

KPCB XV Associates and its respective managing members disclaim beneficial ownership of these shares except to the extent

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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