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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 31, 2023

Atara Biotherapeutics, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-36548**	**46-0920988**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

2380 Conejo Spectrum Street	
Suite 200	
Thousand Oaks, California	**91320**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant's Telephone Number, Including Area Code: (805) 623-4211

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, par value $0.0001 per share	ATRA	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 1.01 Entry into a Material Definitive Agreement.

On October 31, 2023, Atara Biotherapeutics, Inc. (the "Company") entered into an Amended and Restated Commercialization Agreement (the "A&R Commercialization Agreement") with Pierre Fabre Medicament ("Pierre Fabre"), which amends and restates that certain Commercialization Agreement dated October 2, 2021, as amended on September 27, 2022 (the "Original Commercialization Agreement"). Under the Original Commercialization Agreement, the Company granted to Pierre Fabre (i) an exclusive, field-limited license under the applicable patents and know-how owned or controlled by the Company and its affiliates covering or related to tabelecleucel (the "Product"), the Company's allogeneic T-cell immunotherapy specific for the tumor-associated antigens expressed by the Epstein-Barr virus and (ii) exclusive rights to commercialize and distribute the Product in Europe and select emerging markets in the Middle East, Africa, Eastern Europe and Central Asia (the "Initial Territory") following regulatory approval.

Effectiveness of the A&R Commercialization Agreement, including the terms summarized below, is subject to the receipt of clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 ("HSR Clearance") (the date of receipt of HSR Clearance, the "Effective Date"). The A&R Commercialization Agreement is expected to take effect in December 2023.

Pursuant to the A&R Commercialization Agreement, upon the Effective Date, Pierre Fabre's exclusive rights to research, develop, manufacture, commercialize and distribute the Product will be expanded to all other countries in the world in addition to the Initial Territory (the "Additional Territory" and, together with the Initial Territory, the "Territory"), subject to the Company's performance of certain obligations as described below.

During the applicable period specified in the A&R Commercialization Agreement, the Company will be responsible, at Pierre Fabre's cost, to continue conducting the ongoing Phase 3 ALLELE clinical study and the Phase 2 multi-cohort clinical study. The Company will also be responsible, at Pierre Fabre's cost, for certain other activities directed to obtaining regulatory approval in the United States for the Product for EBV-associated post-transplant lymphoproliferative disease pursuant to the terms of the A&R Commercialization Agreement. Pierre Fabre will be responsible, at its cost, for obtaining and maintaining all other required regulatory approvals and for commercialization and distribution of the Product in the Territory, including conducting any other clinical study required.

Prior to the date manufacturing responsibility is transferred to Pierre Fabre, the Company will be responsible for manufacturing and supplying Pierre Fabre with the Product for commercialization in the Territory, at Pierre Fabre's cost. Upon the date manufacturing responsibility is transferred to Pierre Fabre (planned to be at the time of transfer of the biologics license application for the Product to Pierre Fabre) and throughout the remainder of the term of the A&R Commercialization Agreement, Pierre Fabre will be responsible, at its cost, for manufacturing and supplying the Product for commercialization in the Territory.

No later than ten business days after the Effective Date, Pierre Fabre will pay the Company an additional upfront cash payment of $20 million for the expanded exclusive license grant. The Company will also be entitled to receive an aggregate of up to $620 million in additional milestone payments upon achieving certain regulatory and commercial milestones relating to the Product in the Additional Territory. In addition, the Company will be eligible to receive significant double-digit tiered royalties as a percentage of net sales of Product in the Territory until the later of 12 years after the first commercial sale in such country, the expiration of specified patent rights in such country, or the expiration of all regulatory exclusivity for such Product in such country. Royalty payments may be reduced in certain specified customary circumstances.

The A&R Commercialization Agreement includes (i) various representations, warranties, covenants, indemnities, and other customary provisions and (ii) contains customary provisions for termination by Pierre Fabre for convenience, by the Company upon a challenge of the Company's licensed patents, and by either party, including in the event of breach of the A&R Commercialization Agreement (subject to cure), subject, in each case, to certain reversion rights, or upon the other party's bankruptcy. The A&R Commercialization Agreement also includes certain restrictions on the ability of each party to develop and commercialize certain products within the field and in the Territory, subject, in each case, to customary carveouts, including with respect to acquiring parties.

The foregoing summary of the A&R Commercialization Agreement does not purport to be complete and is qualified in its entirety by reference to the A&R Commercialization Agreement, a redacted version of which will be filed with the Company's Annual Report on Form 10-K for the period ended December 31, 2023.

Item 2.02 Results of Operations and Financial Condition.

On November 1, 2023, the Company announced certain financial results for the third quarter ended September 30, 2023. A copy of the Company's press release, titled "Atara Biotherapeutics Announces Expanded Global Tab-cel® Partnership with Pierre Fabre Laboratories and Third Quarter 2023 Financial Results" is furnished as Exhibit 99.1 hereto.

The information set forth in this Item 2.02 and in the press release included as Exhibit 99.1 shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 11 and 12(a)(2) of the Securities Act of 1933, as amended, and shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in such filing.

Item 2.05 Costs Associated with Exit or Disposal Activities.

On November 1, 2023, the Company announced a reduction in its workforce that will impact approximately 30% of its current employees. The Company expects to substantially complete the workforce reduction by December 31, 2023.

The Company expects to recognize approximately $7.0 million in total for severance and related benefits for employees laid off under the reduction in force. These charges are primarily one-time termination benefits and are all cash charges. The Company may also incur other charges or cash expenditures not currently contemplated due to events that may occur as a result of, or associated with, the workforce reduction.

Additional details will be provided in the Company's Annual Report on Form 10-K for the period ended December 31, 2023.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*.

Exhibit No.	Description
99.1	Press Release, dated November 1, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ATARA BIOTHERAPEUTICS, INC.

Date: November 1, 2023

By: /s/ Eric Hyllengren
Eric Hyllengren
Chief Financial Officer
(Duly Authorized Officer and Principal Financial and Accounting Officer)

Exhibit 99.1

Atara Biotherapeutics Announces Expanded Global Tab-cel® Partnership with Pierre Fabre Laboratories and Third Quarter 2023 Financial Results

Pierre Fabre Laboratories to License Commercialization Rights to Tab-cel®, including Regulatory, Manufacturing and Development Activities, in the United States and All Remaining Markets

Atara to Receive Additional Payments of up to USD 640 Million, Significant Double-digit Tiered Royalties as a Percentage of Net Sales, and Funding of Tab-cel Global Development Costs

Tab-cel Global Partnership and Associated Strategic Restructuring Extends Atara Cash Runway into Q3 2025

ATA188 Phase 2 EMBOLD Study Primary Analysis and Communication on Track for Early November

Atara to Host Conference Call and Webcast today at 6:00 a.m. PDT / 9:00 a.m. EDT

THOUSAND OAKS, Calif.—November 1— Atara Biotherapeutics, Inc. (Nasdaq: ATRA), a leader in T-cell immunotherapy, leveraging its novel allogeneic Epstein-Barr virus (EBV) T-cell platform to develop transformative therapies for patients with cancer and autoimmune diseases, today reported recent business highlights including an expanded global partnership with Pierre Fabre Laboratories for tabelecleucel (tab-cel®), financial results for the third quarter 2023, and key upcoming catalysts.

“We are proud to expand our global tab-cel partnership with Pierre Fabre Laboratories, who is committed to delivering this first-of-its-kind treatment to patients in need across the globe,” said Pascal Touchon, President and Chief Executive Officer of Atara. “In light of our expanded tab-cel partnership and to strategically position the company going forward, we are also restructuring our operations to significantly reduce expenses, meaningfully extend our cash runway to nearly two years, and enable organizational focus on generating the greatest value from our transformative pipeline: ATA188 and our differentiated allogeneic CAR-T assets. I wish to personally thank the talented colleagues who will be departing Atara for their essential contributions in getting us to this critical point in our journey.”

Expanded Global Partnership for Tabelecleucel (tab-cel® or EBVALLO™)

- Atara has entered into an expanded partnership with Pierre Fabre Laboratories for the U.S. and remaining global commercial markets for tab-cel for up to USD 640 million and significant double-digit tiered royalties on net sales. In addition, Pierre Fabre Laboratories has agreed to reimburse Atara for expected tab-cel global development costs through Biologics License Application (BLA) transfer, and purchase current and future tab-cel inventory through the BLA transfer date. Near-term payments to Atara include:
  - Approximately USD 30 million in cash upfront and initial inventory purchase at closing
  - USD 100 million in potential regulatory milestones through BLA approval
- Substantially all tab-cel manufacturing, clinical, and regulatory activities are planned to transition from Atara to Pierre Fabre Laboratories at the time of BLA transfer
- Atara expects to submit the tab-cel post-transplant lymphoproliferative disease (PTLD) BLA in Q2 2024

“We are eager to progress tabelecleucel toward approval in the U.S. so that American patients can access this innovative treatment already approved and commercialized in Europe,” said Eric Ducournau, CEO of Pierre Fabre Laboratories.

The closing of the transaction, subject to expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act and other customary closing conditions, is expected to occur in December 2023. PJT Partners served as the exclusive financial advisor to Atara and Fenwick & West LLP served as legal counsel to Atara.

Strategic Restructure and Financial Impacts

- Concurrent with the execution of the global tab-cel partnership, Atara is undertaking a strategic restructuring and is reducing its current workforce by approximately 30 percent. This will enable Atara to execute its remaining responsibilities under the tab-cel collaboration with Pierre Fabre Laboratories, while focusing on the advancement of ATA188 and its differentiated allogeneic CAR T (AlloCAR-T) programs
- The strategic restructuring, combined with certain anticipated payments from the expanded global partnership and the Company's existing cash, cash equivalents and short-term investments as of September 30, 2023, is expected to fund the Company's planned operations into Q3 2025

Pipeline Focus Moving Forward

- The ATA188 Phase 2 EMBOLD study primary analysis and communication remains on track for early November with more than 90 patients to be included
- To create the greatest value from its potentially transformative pipeline, Atara will focus capital resources on ATA188 development and to unlock the full promise of its growing and potential best-in-class oncology and autoimmune targeted AlloCAR-T portfolio
- Atara will leverage its EBV T-cell biology expertise and novel CAR-T technologies for areas of significant unmet medical need by overcoming limitations of current or investigational autologous or allogeneic CAR-T approaches:
    - Initiation of Phase 1 study in relapsed/refractory B-cell non-Hodgkin's lymphoma (NHL) for ATA3219—an allogeneic CD19-1XX CAR+ EBV T cell immunotherapy—expected in the coming months with preliminary clinical data anticipated H2 2024
    - Progressing efforts toward a potential clinical study evaluating ATA3219 in autoimmune disease in parallel with NHL development

Continued advancement of promising early AlloCAR-T development programs including ATA3431, an allogeneic, bispecific tandem CAR directed against both CD19 and CD20 built on the EBV T-cell platform with a 1XX costimulatory signaling domain. ATA3431 preclinical data has been accepted for poster presentation at the upcoming American Society of Hematology (ASH) meeting in December 2023

Third Quarter 2023 Financial Results *(prior to Pierre Fabre Laboratories partnership expansion in October 2023)*

- Cash, cash equivalents and short-term investments as of September 30, 2023, totaled $102.4 million, as compared to $153.6 million as of June 30, 2023
- Net cash used in operating activities was $51.3 million for the third quarter 2023, as compared to $65.1 million in the same period in 2022
- Atara reported a net loss of $69.8 million, or $0.66 per share for the third quarter 2023, as compared to a net loss of $84.1 million, or $0.82 per share for the same period in 2022.
- Total costs and operating expenses include non-cash stock-based compensation, depreciation and amortization expenses of $12.4 million for the third quarter 2023, as compared to $15.4 million for the same period in 2022

- Research and development expenses were $56.9 million for the third quarter 2023, as compared to $70.2 million for the same period in 2022
  - Research and development expenses include $6.8 million of non-cash stock-based compensation expenses for the third quarter 2023 as compared to $8.0 million for the same period in 2022
- General and administrative expenses were $12.2 million for the third quarter 2023, as compared to $18.9 million for the same period in 2022
  - General and administrative expenses include $4.4 million of non-cash stock-based compensation expenses for the third quarter 2023, as compared to $6.0 million for the same period in 2022

Conference Call and Webcast Details
Atara will host a live conference call and webcast today, Wednesday, November 1, 2023, at 9:00 a.m. EDT. Analysts and investors can participate in the conference call by dialing 877-407-8291 for domestic callers and 201-689-8345 for international callers. A live audio webcast can be accessed by visiting the Investors & Media – News & Events section of atarabio.com. An archived replay will be available on the Company's website for 30 days following the live webcast.

About Atara Biotherapeutics, Inc.
Atara is harnessing the natural power of the immune system to develop off-the-shelf cell therapies for difficult-to-treat cancers and autoimmune conditions, including multiple sclerosis, that can be rapidly delivered to patients within days. With cutting-edge science and differentiated approach, Atara is the first company in the world to receive regulatory approval of an allogeneic T-cell immunotherapy. Our advanced and versatile Epstein-Barr virus (EBV) T-cell platform does not require T-cell receptor or HLA gene editing and forms the basis of a diverse portfolio of investigational therapies that target EBV, the root cause of certain diseases, in addition to next-generation AlloCAR-Ts designed for best-in-class opportunities across a broad range of non-EBV-associated liquid and solid tumors. Atara is headquartered in Southern California. For more information, visit atarabio.com and follow @Atarabio on X (formerly known as Twitter) and LinkedIn.

Forward-Looking Statements

This press release contains or may imply "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. For example, forward-looking statements include statements regarding: (1) the development, timing and progress of tab-cel®, including a potential BLA, the potential characteristics and benefits of tab-cel®, and the progress and results of, and prospects for, the expanded global partnership with Pierre Fabre Laboratories involving tab-cel®, and the potential financial benefits to Atara as a result of the expanded global partnership with Pierre Fabre Laboratories; (2) the Company's strategic restructure, including the staff reduction; (3) the development, timing and progress of ATA188, including data and analyses from the EMBOLD study and the timing of when such data will be received and communicated; (4) the development, timing and progress of Atara's AlloCAR-T programs, including the timing of the start of any clinical trials, and the safety and efficacy of product candidates emerging from such programs, including ATA3219 and ATA3431; (5) Atara's cash runway; and (6) Pierre Fabre Laboratories' activities relating to tab-cel and the timing thereof. Because such statements deal with future events and are based on Atara's current expectations, they are subject to various risks and uncertainties and actual results, performance or achievements of Atara could differ materially from those described in or implied by the statements in this press release. These forward-looking statements are subject to risks and uncertainties, including, without limitation, risks and uncertainties associated with the costly and time-consuming pharmaceutical product development process and the uncertainty of clinical success; the COVID-19 pandemic and the wars in Ukraine and the Middle East, which may significantly impact (i) our business, research, clinical development plans and operations, including our operations in Southern California and Denver and at our clinical trial sites, as well as the business or operations of our third-party manufacturer, contract research organizations or other third parties with whom we conduct business, (ii) our ability to access capital, and (iii) the value of our common stock; the sufficiency of Atara's cash resources and need for additional capital; and other risks and uncertainties affecting Atara's and its development programs, including those discussed in Atara's filings with the Securities and Exchange Commission , including in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of the Company's most recently filed periodic reports on Form 10-K and Form 10-Q and subsequent filings and in the documents incorporated by reference therein. Except as otherwise required by law, Atara disclaims any intention or obligation to update or revise any forward-looking statements, which speak only as of the date hereof, whether as a result of new information, future events or circumstances or otherwise.

Financials

ATARA BIOTHERAPEUTICS, INC.
Condensed Consolidated Balance Sheets
(Unaudited)
(In thousands)

	September 30, 2023	December 31, 2022
Assets		
Current assets:		
Cash and cash equivalents	$ 64,791	$ 92,942
Short-term investments	37,617	149,877
Restricted cash	146	146
Accounts receivable	163	40,221
Inventories	6,591	1,586
Other current assets	9,388	10,308
Total current assets	118,696	295,080
Property and equipment, net	4,628	6,300
Operating lease assets	59,175	68,022
Other assets	6,289	7,018
Total assets	$ 188,788	$ 376,420
Liabilities and stockholders' equity (deficit)		
Current liabilities:		
Accounts payable	$ 6,511	$ 6,871
Accrued compensation	14,430	17,659
Accrued research and development expenses	23,968	24,992
Deferred revenue	11,611	8,000
Other current liabilities	22,569	21,394
Total current liabilities	79,089	78,916
Deferred revenue – long-term	73,929	77,000
Operating lease liabilities – long-term	48,508	58,064
Liability related to the sale of future revenues – long-term	33,252	30,236
Other long-term liabilities	4,848	5,564
Total liabilities	$ 239,626	$ 249,780
Stockholders' equity (deficit):		
Common stock	10	10
Additional paid-in capital	1,858,423	1,821,721
Accumulated other comprehensive (loss) income	(571)	(2,067)
Accumulated deficit	(1,908,700)	(1,693,024)
Total stockholders' equity (deficit)	(50,838)	126,640
Total liabilities and stockholders' equity (deficit)	$ 188,788	$ 376,420

ATARA BIOTHERAPEUTICS, INC.
Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)
(Unaudited)
(In thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Commercialization revenue	$ 2,020	$ —	$ 3,697	$ —
License and collaboration revenue	118	4,459	624	63,352
Total revenue	2,138	4,459	4,321	63,352
Costs and operating expenses:				
Cost of commercialization revenue	2,615	—	5,726	—
Research and development expenses	56,888	70,157	175,185	210,018
General and administrative expenses	12,247	18,924	39,454	58,308
Total costs and operating expenses	71,750	89,081	220,365	268,326
Loss from operations	(69,612)	(84,622)	(216,044)	(204,974)
Gain on sale of ATOM Facility	—	—	—	50,237
Interest and other income (expense), net	(204)	541	372	1,017
Total other income (expense), net	(204)	541	372	51,254
Loss before provision for (benefit from) income taxes	(69,816)	(84,081)	(215,672)	(153,720)
Provision for (benefit from) income taxes	(19)	10	4	10
Net loss	$ (69,797)	$ (84,091)	$ (215,676)	$ (153,730)
Other comprehensive gain (loss):				
Unrealized gain (loss) on available-for-sale securities	362	(341)	1,496	(2,591)
Comprehensive loss	$ (69,435)	$ (84,432)	$ (214,180)	$ (156,321)
Basic and diluted loss per common share	$ (0.66)	$ (0.82)	$ (2.05)	$ (1.51)
Basic and diluted weighted-average shares outstanding	106,401	102,423	105,163	101,590

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