
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Atara Biotherapeutics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

046513107

(CUSIP Number)

James Huang
Panacea Venture, No. 5, Lane 1350, Fuxing Middle Road
Xuhui District, Shanghai, F4, 200031
(86-21) 6176-1101

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

08/15/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 046513107

| | |
|---|---|
| 1 | Name of reporting person Panacea Innovation Limited |
| 2 | Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b) |
| 3 | SEC use only |
| 4 | Source of funds (See Instructions) OO |

| | |
|--|--|
| 5 | Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/> |
| 6 | Citizenship or place of organization CAYMAN ISLANDS |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 7 Sole Voting Power 0.00 |
| | 8 Shared Voting Power 1,712,900.00 |
| | 9 Sole Dispositive Power 0.00 |
| | 10 Shared Dispositive Power 1,712,900.00 |
| 11 | Aggregate amount beneficially owned by each reporting person 1,712,900.00 |
| 12 | Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/> |
| 13 | Percent of class represented by amount in Row (11) 20.0 % |
| 14 | Type of Reporting Person (See Instructions) CO |

Comment for Type of Reporting Person:

Includes 307,900 warrants to purchase Common Stock. The warrants are immediately exercisable and do not expire. No portion of the warrants beneficially owned by the Reporting Persons may be exercised to the extent that, after giving effect to the attempted exercise, the Reporting Persons would beneficially own in excess of 19.99% of the outstanding Common Stock. Based on 7,023,032 shares of Common Stock outstanding as of August 6, 2025, the Reporting Persons may not exercise any warrants currently.

SCHEDULE 13D

| | |
|-----------|-----------|
| CUSIP No. | 046513107 |
|-----------|-----------|

| | |
|---|---|
| 1 | Name of reporting person Panacea Venture Healthcare Fund II, L.P. |
| 2 | Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b) |
| 3 | SEC use only |
| 4 | Source of funds (See Instructions) OO |
| 5 | Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/> |

| | | |
|--|--|--|
| 6 | Citizenship or place of organization CAYMAN ISLANDS | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 7 | Sole Voting Power 0.00 |
| | 8 | Shared Voting Power 1,405,000.00 |
| | 9 | Sole Dispositive Power 0.00 |
| | 10 | Shared Dispositive Power 1,405,000.00 |
| 11 | Aggregate amount beneficially owned by each reporting person 1,405,000.00 | |
| 12 | Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/> | |
| 13 | Percent of class represented by amount in Row (11) 20.0 % | |
| 14 | Type of Reporting Person (See Instructions) PN | |

SCHEDULE 13D

| | |
|-----------|-----------|
| CUSIP No. | 046513107 |
|-----------|-----------|

| | |
|---|---|
| 1 | Name of reporting person Panacea Venture Healthcare Fund II GP Company, Ltd. |
| 2 | Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b) |
| 3 | SEC use only |
| 4 | Source of funds (See Instructions) OO |
| 5 | Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/> |
| 6 | Citizenship or place of organization CAYMAN ISLANDS |

| | | |
|--|--|--|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 7 | Sole Voting Power 0.00 |
| | 8 | Shared Voting Power 1,405,000.00 |
| | 9 | Sole Dispositive Power 0.00 |
| | 10 | Shared Dispositive Power 1,405,000.00 |
| 11 | Aggregate amount beneficially owned by each reporting person 1,405,000.00 | |
| 12 | Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/> | |
| 13 | Percent of class represented by amount in Row (11) 20.0 % | |
| 14 | Type of Reporting Person (See Instructions) CO | |

SCHEDULE 13D

| | |
|-----------|-----------|
| CUSIP No. | 046513107 |
|-----------|-----------|

| | |
|---|---|
| 1 | Name of reporting person Panacea Opportunity Fund I, L.P. |
| 2 | Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b) |
| 3 | SEC use only |
| 4 | Source of funds (See Instructions) OO |
| 5 | Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/> |
| 6 | Citizenship or place of organization CAYMAN ISLANDS |

| | | |
|--|--|--|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 7 | Sole Voting Power 0.00 |
| | 8 | Shared Voting Power 307,900.00 |
| | 9 | Sole Dispositive Power 0.00 |
| | 10 | Shared Dispositive Power 307,900.00 |
| 11 | Aggregate amount beneficially owned by each reporting person 307,900.00 | |
| 12 | Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/> | |
| 13 | Percent of class represented by amount in Row (11) 4.2 % | |
| 14 | Type of Reporting Person (See Instructions) PN | |

Comment for Type of Reporting Person:

Includes 307,900 warrants to purchase Common Stock. The warrants are immediately exercisable and do not expire. No portion of the warrants beneficially owned by the Reporting Persons may be exercised to the extent that, after giving effect to the attempted exercise, the Reporting Persons would beneficially own in excess of 19.99% of the outstanding Common Stock. Based on 7,023,032 shares of Common Stock outstanding as of August 6, 2025, the Reporting Persons may not exercise any warrants currently.

SCHEDULE 13D

| | |
|-----------|-----------|
| CUSIP No. | 046513107 |
|-----------|-----------|

| | |
|---|---|
| 1 | Name of reporting person Panacea Opportunity Fund I GP Company, Ltd. |
| 2 | Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b) |
| 3 | SEC use only |
| 4 | Source of funds (See Instructions) OO |
| 5 | Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/> |
| 6 | Citizenship or place of organization CAYMAN ISLANDS |

| | | |
|--|--|--|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 7 | Sole Voting Power 0.00 |
| | 8 | Shared Voting Power 307,900.00 |
| | 9 | Sole Dispositive Power 0.00 |
| | 10 | Shared Dispositive Power 307,900.00 |
| 11 | Aggregate amount beneficially owned by each reporting person 307,900.00 | |
| 12 | Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/> | |
| 13 | Percent of class represented by amount in Row (11) 4.2 % | |
| 14 | Type of Reporting Person (See Instructions) CO | |

Comment for Type of Reporting Person:

Includes 307,900 warrants to purchase Common Stock. The warrants are immediately exercisable and do not expire. No portion of the warrants beneficially owned by the Reporting Persons may be exercised to the extent that, after giving effect to the attempted exercise, the Reporting Persons would beneficially own in excess of 19.99% of the outstanding Common Stock. Based on 7,023,032 shares of Common Stock outstanding as of August 6, 2025, the Reporting Persons may not exercise any warrants currently.

SCHEDULE 13D

CUSIP No. 046513107

| | |
|---|---|
| 1 | Name of reporting person James Huang |
| 2 | Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b) |
| 3 | SEC use only |
| 4 | Source of funds (See Instructions) OO |
| 5 | Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/> |
| 6 | Citizenship or place of organization CHINA |

| | | |
|--|--|--|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 7 | Sole Voting Power 0.00 |
| | 8 | Shared Voting Power 1,712,900.00 |
| | 9 | Sole Dispositive Power 0.00 |
| | 10 | Shared Dispositive Power 1,712,900.00 |
| 11 | Aggregate amount beneficially owned by each reporting person 1,712,900.00 | |
| 12 | Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/> | |
| 13 | Percent of class represented by amount in Row (11) 20.0 % | |
| 14 | Type of Reporting Person (See Instructions) IN | |

Comment for Type of Reporting Person:

Includes 307,900 warrants to purchase Common Stock. The warrants are immediately exercisable and do not expire. No portion of the warrants beneficially owned by the Reporting Persons may be exercised to the extent that, after giving effect to the attempted exercise, the Reporting Persons would beneficially own in excess of 19.99% of the outstanding Common Stock. Based on 7,023,032 shares of Common Stock outstanding as of August 6, 2025, the Reporting Persons may not exercise any warrants currently.

SCHEDULE 13D

Item 1. Security and Issuer

(a) **Title of Class of Securities:**

Common Stock

(b) **Name of Issuer:**

Atara Biotherapeutics, Inc.

(c) **Address of Issuer's Principal Executive Offices:**

1280 Rancho Conejo Blvd, Thousand Oaks, CALIFORNIA , 91320.

Item 1 Comment:

This Amendment No. 1 to Schedule 13D amends and supplements the statement on Schedule 13D originally filed with the United States Securities and Exchange Commission on May 21, 2025 (as amended, the "Schedule 13D"), relating to the Common Stock. Capitalized terms used herein without definition shall have the meaning set forth in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

From July 17, 2025 through August 19, 2025, Panacea Venture Healthcare Fund II, L.P. purchased 74,335 shares of Common Stock in a series of open market transactions for aggregate cash consideration of approximately \$857,000. Panacea Venture Healthcare Fund II, L.P. obtained the funds used to purchase the Common Stock through capital contributions from their partners.

Item 5. Interest in Securities of the Issuer

- (a) The information contained on the cover pages is incorporated by reference into this Item 5.

Panacea Venture Healthcare Fund II, L.P. is the record holder of 1,405,000 shares of Common Stock, and Panacea Opportunity Fund I, L.P. is the record holder of warrants to purchase 307,900 shares of Common Stock. The warrants are immediately exercisable and do not expire. No portion of the warrants beneficially owned by the Reporting Persons may be exercised to the extent that, after giving effect to the attempted exercise, the Reporting Persons would beneficially own in excess of 19.99% of the outstanding Common Stock.

James Huang is the sole owner of Panacea Innovation Limited, which is the sole owner of Panacea Venture Healthcare Fund II GP Company, Ltd. and Panacea Opportunity Fund I GP Company, Ltd., which are the general partners of Panacea Venture Healthcare Fund II, L.P. and Panacea Opportunity Fund I, L.P., respectively. As a result, Panacea Venture Healthcare Fund II GP Company, Ltd. and Panacea Opportunity Fund I GP Company, Ltd. may be deemed to share beneficial ownership of the securities held of record by Panacea Venture Healthcare Fund II, L.P. and Panacea Opportunity Fund I, L.P., respectively. Panacea Innovation Limited and Mr. Huang may be deemed to share beneficial ownership of the securities beneficially owned by the foregoing entities, but each disclaims such beneficial ownership.

- (b) The information contained on the cover pages is incorporated by reference into this Item 5.

- (c) On July 17, 2025, Panacea Venture Healthcare Fund II, L.P. purchased 19,335 shares of Common Stock at a weighted average price of \$9.6391 per share in a series of open market transactions. On August 15, 2025, Panacea Venture Healthcare Fund II, L.P. purchased 55,000 shares of Common Stock at a weighted average price of \$12.1895 per share in a series of open market transactions. Except for the transactions disclosed in this Item 5(c), none of the Reporting Persons has effected any transactions in the Common Stock during the past sixty days.

- (d) None.

- (e) Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Panacea Innovation Limited

Signature: /s/ James Huang
Name/Title: James Huang, Founding Managing Partner
Date: 08/19/2025

Panacea Venture Healthcare Fund II, L.P.

Signature: By: Panacea Venture Healthcare Fund II GP Company, Ltd., its general partner, By: Panacea Innovation Limited, its sole owner, By: /s/ James Huang
Name/Title: James Huang, Founding Managing Partner
Date: 08/19/2025

Panacea Venture Healthcare Fund II GP Company, Ltd.

Signature: By: Panacea Innovation Limited, its sole owner, By: /s/ James Huang
Name/Title: James Huang, Founding Managing Partner
Date: 08/19/2025

Panacea Opportunity Fund I, L.P.

Signature: By: Panacea Opportunity Fund I GP Company, Ltd., its general partner, By: Panacea Innovation Limited, its sole owner, By: /s/ James Huang
Name/Title: James Huang, Founding Managing Partner
Date: 08/19/2025

Panacea Opportunity Fund I GP Company, Ltd.

Signature: By: Panacea Innovation Limited, its sole owner, By:
/s/ James Huang

Name/Title: James Huang, Founding Managing Partner

Date: 08/19/2025

James Huang

Signature: /s/ James Huang

Name/Title: James Huang

Date: 08/19/2025