SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*

Redmile Group, LLC

(Last) (First) (Middle)

900 LARKSPUR LANDING CIRCLE

SUITE 270

(Street)

LARKSPUR CA 94939

(City) (State) (Zip)

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

Atara Biotherapeutics, Inc. [ATRA]

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

07/22/2026

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X 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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/22/2026		M(5)		195,211	A	(5)	636,912	I	See Footnote(4)
Common Stock	07/22/2026		F(5)		60	D	(5)	636,852	I	See Footnote(4)

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Pre-Funded Warrants to Purchase Common Stock	$0.0025(1)(8)	07/22/2026		M(5)			101,089	(1)(8)	(1)(8)	Common Stock	101,089	$0.00	0	I	See Footnote(4)
Pre-Funded Warrants to Purchase Common Stock	$0.0025(2)(8)	07/22/2026		M(5)			38,735	(2)(8)	(2)(8)	Common Stock	38,735	$0.00	0	I	See Footnote(4)
Pre-Funded Warrants to Purchase Common Stock	$0.0025(3)(8)	07/22/2026		M(5)			55,387	(3)(8)	(3)(8)	Common Stock	55,387	$0.00	0	I	See Footnote(4)
Pre-Funded Warrants to Purchase Common Stock	$0.0025(6)(8)							(6)(8)	(6)(8)	Common Stock	1,090,907		1,090,907	I	See Footnote(4)

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Pre-Funded Warrants to Purchase Common Stock	$0.0001[7][8]							[7][8]	[7][8]	Common Stock	2,126,725		2,126,725	I	See Footnote[4]

1. Name and Address of Reporting Person *

Redmile Group, LLC

(Last) (First) (Middle)

900 LARKSPUR LANDING CIRCLE

SUITE 270

(Street)

LARKSPUR CA 94939

(City) (State) (Zip)

1. Name and Address of Reporting Person *

Green Jeremy

(Last) (First) (Middle)

C/O REDMILE GROUP, LLC (NY OFFICE)

45 W. 27TH STREET, FLOOR 11

(Street)

NEW YORK NY 10001

(City) (State) (Zip)

Explanation of Responses:

1. The Pre-Funded Warrants are exercisable at any time on or after the original issuance on July 23, 2019 until the seven-year anniversary of the original issuance date, at an exercise price equal to $0.0025 per share, subject to a 9.99% beneficial ownership blocker.

2. The Pre-Funded Warrants are exercisable at any time on or after the original issuance on May 29, 2020 until the seven-year anniversary of the original issuance date, at an exercise price equal to $0.0025 per share, subject to a 9.99% beneficial ownership blocker.

3. The Pre-Funded Warrants are exercisable at any time on or after the original issuance on December 11, 2020 until the seven-year anniversary of the original issuance date, at an exercise price equal to $0.0025 per share, subject to a 9.99% beneficial ownership blocker.

4. The reported securities are directly owned by certain private funds managed by Redmile Group, LLC (collectively, the "Funds") and may be deemed beneficially owned by Redmile Group, LLC ("Redmile") as investment manager of the Funds. The reported securities may also be deemed beneficially owned by Jeremy Green as the principal of Redmile. Each of Redmile and Mr. Green (the "Reporting Persons") disclaims beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, if any. This report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

5. On July 22, 2026, the Reporting Persons exercised the reported Pre-Funded Warrants through a "cashless exercise" resulting in the Issuer withholding 60 shares of Common Stock to pay the exercise price and issuing the remaining 195,151 shares of Common Stock to the applicable Funds. The number of shares withheld to pay the aggregate exercise price for the cashless exercise of the Pre-Funded Warrants was based on the closing sale price per share of the Common Stock on the trading date immediately prior to the exercise date, per the terms of the Pre-Funded Warrants.

6. The Pre-Funded Warrants are exercisable at any time on or after the original issuance date, at an exercise price equal to $0.0025 per share, subject to a 9.99% beneficial ownership blocker. The Pre-Funded Warrants have no expiration date.

7. The Pre-Funded Warrants are exercisable at any time on or after the original issuance date, at an exercise price equal to $0.0001 per share, subject to a 9.99% beneficial ownership blocker. The Pre-Funded Warrants have no expiration date.

8. The previous report on Form 3 inadvertently indicated that all of the Pre-Funded Warrants beneficially owned by the Reporting Persons have an exercise price of $0.0001 per share and no expiration date. Footnotes (1), (2), (3), (6) and (7) and the related disclosures correct the Form 3 with respect to the terms of the Pre-Funded Warrants beneficially owned by the Reporting Persons.

Remarks:

Mr. Nachi Subramanian, a member of the board of directors of the Issuer and a managing director of Redmile, was elected to the board of the Issuer as a representative of Redmile and its affiliates. As a result, the Reporting Persons are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

By: /s/ Jeremy Green, Managing Member of Redmile Group, LLC	07/24/2026
/s/ Jeremy Green	07/24/2026
** Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.