
**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)

Delaware
(State or other jurisdiction of
Incorporation or organization)

2836
(Primary Standard Industrial
Classification Code Number)

46-0920988
(I.R.S. Employer
Identification No.)

**701 Gateway Boulevard, Suite 200
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, 5th 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.

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. 333-201728)

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	AMOUNT TO BE REGISTERED ⁽¹⁾⁽²⁾	PROPOSED MAXIMUM OFFERING PRICE PER SHARE ⁽³⁾	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, \$0.0001 par value per share	734,082	\$18.00	\$13,213,476	\$1,535.41

(1) Includes 95,749 shares that the underwriters have the option to purchase.

(2) The shares being registered pursuant to this Registration Statement, which shares are in addition to the 3,450,000 shares registered pursuant to the Form S-1 Registration Statement (File No. 333-201728).

(3) Based on public offering price.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

**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**”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-201728) (the “**Prior Registration Statement**”), which the Registrant originally filed with the Commission on January 28, 2015, and which the Commission declared effective on February 11, 2015.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the Registrant by 734,082 shares, 95,749 of which may be sold by the Registrant in the event the underwriters exercise their option to purchase additional shares of the Registrant’s common stock. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. 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.

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 11th day of February, 2015.

ATARA BIOTHERAPEUTICS, INC.

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

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Isaac E. Ciechanover, M.D.</u> Isaac E. Ciechanover, M.D.	President and Chief Executive Officer <i>(Principal Executive Officer)</i>	February 11, 2015
<u>/s/ John F. McGrath, Jr.</u> John F. McGrath, Jr.	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	February 11, 2015
<u>*</u> Matthew K. Fust	Director	February 11, 2015
<u>*</u> Carol Gallagher, Pharm.D.	Director	February 11, 2015
<u>*</u> Joel S. Marcus	Director	February 11, 2015
<u>*</u> Beth Seidenberg, M.D.	Director	February 11, 2015
<u>*</u> Eckard Weber, M.D.	Director	February 11, 2015

* Pursuant to Power of Attorney

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

Isaac E. Ciechanover, M.D.

EXHIBIT INDEX

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION OF DOCUMENT</u>
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP, an Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-201728), filed with the Commission on January 28, 2015 and incorporated herein by reference).



Jodie M. Bourdet
T: +1 415 693 2054
jbourdet@cooley.com

February 11, 2015

Atara Biotherapeutics, Inc.
701 Gateway Blvd. Suite 200
South San Francisco, CA 94080

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Atara Biotherapeutics, Inc., a Delaware corporation (the "**Company**"), of a registration statement on Form S-1 (the "**Registration Statement**") with the Securities and Exchange Commission pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, covering an underwritten public offering of up to 734,082 shares of the Company's common stock, par value \$0.0001 per share (the "**Shares**"), to be sold by the Company. The Registration Statement incorporates by reference the registration statement on Form S-1 (No. 333-201728), which was declared effective on February 11, 2015 (the "**Prior Registration Statement**"), including the prospectus which forms a part of the Prior Registration Statement (the "**Prospectus**"). We are acting as counsel for the Company.

In connection with this opinion, we have examined and relied upon (a) the Registration Statement, the Prior Registration Statement and the Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect as of the date hereof and (c) the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof (except we have not assumed the due execution and delivery by the Company of any such documents). As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.



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On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued against payment therefor in accordance with the Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Jodie M. Bourdet
Jodie M. Bourdet

101 CALIFORNIA STREET 5TH FLOOR, SAN FRANCISCO CA 94111-5800 T: (415) 693-2000 F: (415) 639-2222 WWW.COOLEY.COM

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1, filed pursuant to Rule 462(b) under the Securities Act of 1933, of our report dated April 9, 2014 (July 10, 2014 as to the effect of the reverse stock split described in the first paragraph of Note 2 and September 26, 2014 as to the effect of the adoption of a new accounting standard and removal of development stage company disclosures as described in the Recent Accounting Pronouncements section of Note 2) relating to the combined financial statements of Atara Biotherapeutics, Inc., Nina Biotherapeutics, Inc., Pinta Biotherapeutics, Inc. and Santa Maria Biotherapeutics, Inc. (collectively, the “Company”) as of and for the year ended December 31, 2013, and as of December 31, 2012 and for the period from August 22, 2012 (inception) to December 31, 2012 appearing in the Prospectus, which is part of Registration Statement No. 333-201728 on Form S-1, as amended.

We also consent to the reference to us under the heading “Experts” in such Prospectus.

/s/ Deloitte & Touche LLP

San Jose, California
February 11, 2015