
**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. 333-205347)

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	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE ⁽¹⁾⁽²⁾	AMOUNT OF REGISTRATION FEE ⁽¹⁾
Common Stock, \$0.0001 par value per share	\$34,500,000	\$4,009

- (1) The registration fee is calculated in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "*Securities Act*"). The registrant previously registered securities at an aggregate offering price not to exceed \$172,500,000 on a Registration Statement on Form S-1, as amended (File No. 333-205347), which was declared effective by the Securities and Exchange Commission on July 9, 2015. Includes the aggregate offering price of shares that the underwriters have the option to purchase.
- (2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(o) under the Securities Act.

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

**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**”) solely for the purpose of registering an increase in the maximum aggregate offering price by \$34,500,000. This Registration Statement relates to the public offering of shares of common stock contemplated by the Registration Statement on Form S-1, as amended (File No. 333-205347) (the “**Prior Registration Statement**”), which the Registrant originally filed with the Commission on June 29, 2015, and which the Commission declared effective on July 9, 2015. Pursuant to Rule 462(b), 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 9th day of July, 2015.

ATARA BIOTHERAPEUTICS, INC.

/s/ Isaac E. Ciechanover

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</u> Isaac E. Ciechanover, M.D.	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	July 9, 2015
<u>/s/ John F. McGrath, Jr.</u> John F. McGrath, Jr.	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	July 9, 2015
<u>*</u> Eric L. Dobmeier	Director	July 9, 2015
<u>*</u> Matthew K. Fust	Director	July 9, 2015
<u>*</u> Carol Gallagher, Pharm.D.	Director	July 9, 2015
<u>*</u> Joel S. Marcus	Director	July 9, 2015
<u>*</u> Beth Seidenberg, M.D.	Director	July 9, 2015
<u>*</u> Eckard Weber, M.D.	Director	July 9, 2015

* Pursuant to Power of Attorney

By: /s/ Isaac E. Ciechanover

Isaac E. Ciechanover, M.D.

EXHIBIT INDEX

**EXHIBIT
NUMBER**

DESCRIPTION OF DOCUMENT

5.1	Opinion of Cooley LLP
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Cooley LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-205347), filed with the Commission on June 29, 2015 and incorporated herein by reference).



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

July 9, 2015

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

Ladies and Gentlemen:

We have acted as counsel to Atara Biotherapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing 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 (the "**Offering**") of up to 663,461 shares of the Company's common stock, par value \$0.0001 per share, with a value of up to \$34,500,000 (the "**Shares**"). The Registration Statement incorporates by reference the registration statement on Form S-1 (No. 333-205347), which was declared effective on July 9, 2015 (the "**Prior Registration Statement**"), including the prospectus which forms a part of the Prior Registration Statement (the "**Prospectus**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement, the Prior Registration Statement and related 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. 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. 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. As to certain factual matters, we have relied upon a certificate of officers of the Company and have not sought to independently verify such matters. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that: the Shares, when sold and issued as described in the Registration Statement and the related Prospectus, will be validly issued, fully paid and non-assessable.

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

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



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Sincerely,

Cooley LLP

By: /s/ Jodie M. Bourdet

Jodie M. Bourdet

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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 February 26, 2015 relating to the consolidated and combined financial statements of Atara Biotherapeutics, Inc. and its subsidiaries (collectively the “Company”) appearing in the Annual Report on the Form 10-K of Atara Biotherapeutics, Inc. for the year ended December 31, 2014 and incorporated by reference in the Prospectus included in Registration Statement No. 333-205347.

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

/s/ Deloitte & Touche LLP

San Jose, California
July 9, 2015