

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
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 Number)

611 Gateway Blvd., Suite 900
South San Francisco, CA 94080
(650) 278-8930

(Address, including zip code and telephone number, of Registrant's principal executive offices)

Atara Biotherapeutics, Inc. 2018 Inducement Plan

Pascal Touchon
Chief Executive Officer
611 Gateway Blvd., Suite 900
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:

Utpal Koppikar
Chief Financial Officer
611 Gateway Blvd., Suite 900
South San Francisco, California 94080
(650) 278-8930

Carlton Fleming
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share				
– Atara Biotherapeutics, Inc. 2018 Inducement Plan	1,500,000(3)	\$12.62	\$18,930,000.00	\$2,066.00
Total	1,500,000		\$18,930,000.00	\$2,066.00

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Registrant’s common stock (the “Common Stock”) that become issuable under the plan set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Common Stock, as applicable.
 - (2) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$12.62 per share, the average of the high and low prices of the Common Stock on November 2, 2020 as reported on The Nasdaq Global Select Market.
 - (3) Represents shares of Common Stock that were added to the shares authorized for issuance under the Registrant’s 2018 Inducement Plan (the “Inducement Plan”). On September 18, 2020, the Compensation Committee of the Board (the “Compensation Committee”) of the Registrant approved an amendment to the Registrant’s Inducement Plan to provide for the reservation of an additional 1,500,000 shares of Common Stock to be used exclusively for the grant of awards to individuals not previously an employee or non-employee director of the Registrant (or following a bona fide period of non-employment with the Registrant, as an inducement material to the individual’s entry into employment with the Registrant within the meaning of Rule 5635(c)(4) of the Nasdaq Listing Rules (“Rule 5635(c)(4)”). The Inducement Plan was approved by the Compensation Committee without stockholder approval pursuant to Rule 5635(c)(4).
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EXPLANATORY NOTE

The Registrant is filing this Registration Statement on Form S-8 for the purpose of registering 1,500,000 shares of Common Stock issuable to eligible persons under the Inducement Plan, which Common Stock is in addition to the shares of Common Stock registered on the Registrant's Form S-8 filed on [February 26, 2019 \(File No. 333-229861\)](#) (the "Prior Registration Statement").

ITEM 8. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4.1 (1)	Amended and Restated Certificate of Incorporation of Atara Biotherapeutics, Inc.
4.2 (2)	Amended and Restated Bylaws of Atara Biotherapeutics, Inc.
4.3 (3)	Form of Common Stock Certificate.
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
24.1	Power of Attorney (included on the signature page of this Form S-8).
99.1 (4)	Atara Biotherapeutics, Inc. 2018 Inducement Plan (the "Inducement Plan").
99.2 (5)	Form of Restricted Stock Unit Agreement and Restricted Stock Unit Grant Notice under the Inducement Plan.
99.3 (6)	Form of Stock Option Agreement and Stock Option Grant Notice under the Inducement Plan.
(1)	Filed as Exhibit 3.2 to Registrant's Registration Statement on Form S-1 (File No. 333-196936), filed with the SEC on June 20, 2014, and incorporated herein by reference.
(2)	Filed as Exhibit 3.4 to Registrant's Registration Statement on Form S-1 (File No. 333-196936), filed with the SEC on June 20, 2014, and incorporated herein by reference.
(3)	Filed as Exhibit 4.1 to Registrant's Registration Statement on Form S-1 (File No. 333-196936), filed with the SEC on July 10, 2014, and incorporated herein by reference.
(4)	Filed as Exhibit 10.3 to Registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2020, filed with the SEC on November 9, 2020, and incorporated herein by reference.
(5)	Filed as Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, filed with the SEC on May 8, 2018, and incorporated herein by reference.
(6)	Filed as Exhibit 10.3 to Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, filed with the SEC on May 8, 2018, and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement 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 November, 2020.

ATARA BIOTHERAPEUTICS, INC.

By: /s/ Pascal Touchon
Pascal Touchon
Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Pascal Touchon and Utpal Koppikar, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act, and all post-effective amendments thereto, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their, his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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/ Pascal Touchon</u> Pascal Touchon, D.V.M.	President and Chief Executive Officer <i>(principal executive officer)</i>	November 9, 2020
<u>/s/ Utpal Koppikar</u> Utpal Koppikar	Chief Financial Officer <i>(principal financial and accounting officer)</i>	November 9, 2020
<u>/s/ Roy D. Baynes</u> Roy D. Baynes, M.D., Ph.D.	Director	November 9, 2020
<u>/s/ Eric Dobmeier</u> Eric Dobmeier	Director	November 9, 2020
<u>/s/ Matthew K. Fust</u> Matthew K. Fust	Director	November 9, 2020

Signature	Title	Date
<hr/> <i>/s/ Carol G. Gallagher</i> Carol G. Gallagher, Pharm.D.	Director	November 9, 2020
<hr/> <i>/s/ William Heiden</i> William Heiden	Director	November 9, 2020
<hr/> <i>/s/ Maria Grazia Roncarolo</i> Maria Grazia Roncarolo, M.D.	Director	November 9, 2020
<hr/> <i>/s/ Ronald Renaud</i> Ronald Renaud	Director	November 9, 2020
<hr/> <i>/s/ Beth Seidenberg</i> Beth Seidenberg, M.D.	Director	November 9, 2020



Carlton Fleming
+1 650 843 5865
cfleming@cooley.com

November 9, 2020

Atara Biotherapeutics, Inc.
611 Gateway Blvd., Suite 900
South San Francisco, California 94080

Ladies and Gentlemen:

We have acted as counsel to Atara Biotherapeutics, Inc., a Delaware corporation (the "**Company**"), and you have requested our opinion in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission, covering the offering of up to 1,500,000 shares of the Company's Common Stock, \$0.0001 par value per share (the "**Shares**"), reserved for issuance pursuant to the Company's 2018 Inducement Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon the Registration Statement and the related prospectuses, the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, the Plan and such other documents, records, 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 of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and the related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

COOLEY LLP 3175 HANOVER STREET PALO ALTO, CA 94304-1130
T: (650) 843-5000 F: (650) 849-7400 COOLEY.COM



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

Sincerely,

Cooley LLP

By: /s/ Carlton Fleming
Carlton Fleming

COOLEY LLP 3175 HANOVER STREET PALO ALTO, CA 94304-1130
T: (650) 843-5000 F: (650) 849-7400 COOLEY.COM

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 27, 2020, relating to the consolidated financial statements of Atara Biotherapeutics, Inc. and subsidiaries (the “Company”), and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2019.

/s/ Deloitte & Touche LLP
San Jose, CA
November 9, 2020