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# SCHEDULE 14A INFORMATION

## Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. )

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

## Atara Biotherapeutics, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

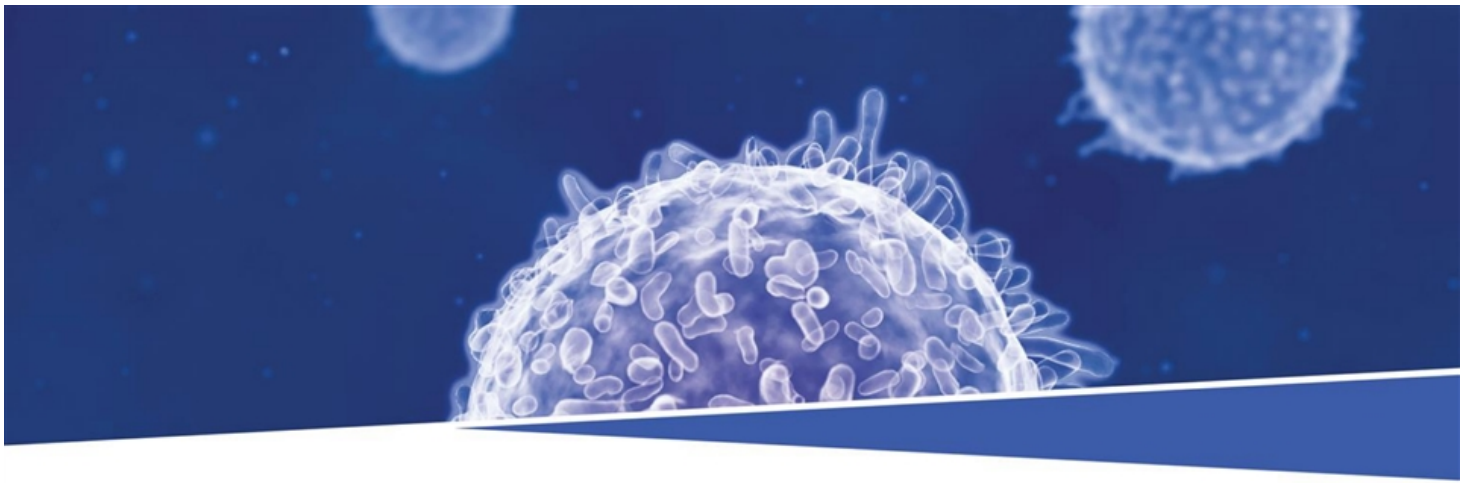
2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

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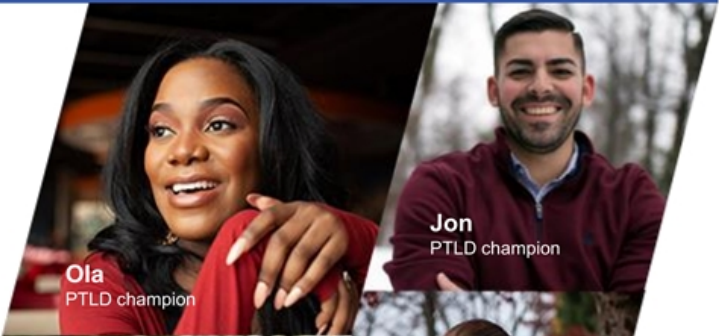


## 2021 Annual Stockholder Meeting



# Atara Bio: Pioneering Off-the-Shelf, Allogeneic T-cell Immunotherapies

*Our mission is to transform the lives of patients with serious diseases through pioneering science, teamwork and a commitment to excellence*



**Ola**  
PTLD champion

**Jon**  
PTLD champion



**Dan**  
MS champion

**Swapna**  
PTLD  
champion



**Jessica**  
PTLD champion  
1982-2019



**Ayden**  
PTLD champion

*Atara mourns the loss of Jessica, who passed away on September 25, 2019 while awaiting a new heart and kidney transplant. Her memory continues to fuel our urgency in developing new therapies for devastating diseases.*

# We Are a Leading, Pre-Commercial Allogeneic T-Cell Immunotherapy Company

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## Differentiated Allogeneic Cell Therapy Platform

Scalable EBV T-cell platform and technologies to develop multiple allogeneic cell therapies

## Tab-cel®: First-In-Kind, Late-Stage, Oncology Program

Working toward completing BLA submission in Q3 2021, pending alignment with FDA

## ATA188: Potentially Transformative MS Treatment in Randomized Controlled Trial

Working towards placebo-controlled data, expected within ~12 months, to enable pivotal studies and partnering opportunities

## Next-Gen Allogeneic CAR T Portfolio, Validated by Bayer Collaboration on Mesothelin-Targeted CAR T

Competitive programs designed to address current limitations of autologous and allogeneic CAR T

## Proven Technical Capabilities

Advanced process science and wholly-owned pre-commercial manufacturing capabilities attractive to potential partners



EBV = Epstein-Barr Virus; BLA = Biologics License Application; BTB = Break Through Designation

# NEO Compensation Program Highlights

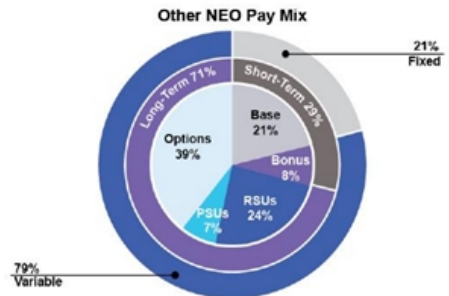
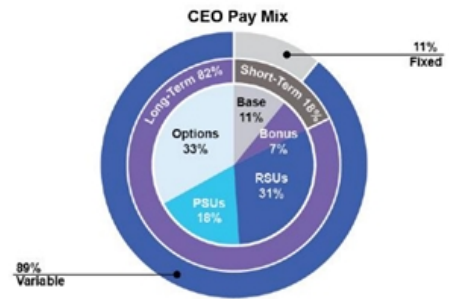
## Elements of Executive Compensation

Our executive compensation program consists of the following primary elements:

|                                    |  |
|------------------------------------|--|
| <b>Base Salary</b>                 | Base salaries are fixed pay set with consideration for responsibilities, market data, employee knowledge, skills and experience, individual performance, and scope of responsibilities, among other factors.                             |
| <b>Annual Cash Bonus</b>           | The annual cash incentive award plan is based on key strategic, research, development, regulatory, clinical, financial and operational corporate objectives.   |
| <b>Long-Term Equity Incentives</b> | Long-term equity awards delivered as a combination of some or all of the following: <ul style="list-style-type: none"> <li>• Stock options</li> <li>• Restricted stock units (RSUs)</li> <li>• Performance stock units (PSUs)</li> </ul> |

- The relative mix of these components is generally weighted towards incentive rather than fixed compensation and towards long-term incentive compared to short-term incentive compensation.
- We believe relative weighting towards long-term equity-based compensation ensures interests of our executives are aligned with stockholders.

## Target Compensation Mix



## Responsiveness to Stockholders and Significant Progress to Further Align Interests of Stockholders and Executives

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- We engage with our stockholders on a regular basis to better understand their views and interests and solicit their feedback on our business, compensation practices, governance practices and other areas of interest
  - **Engaged with stockholders** representing approximately **75% of outstanding shares** throughout 2020 and 2021
  - In 2020, primary compensation-related feedback related to former CEO's 2019 exit package
  - No changes were made in response to this feedback as this was a one-time event not expected to re-occur
- Changes made to further align compensation program with interests of stockholders
  - Implemented **performance share unit program** linked with the progress of our lead asset Tab-cel
  - Adopted **Incentive Clawback Policy**
  - Adopted **Stock Ownership Guidelines**
  - Substantially revised and expanded CD&A disclosures in Proxy Statement
- **Our Board is diverse** and complies with current California law, with **three female directors and one member from underrepresented community**
- We are committed to continuing to **increase the diversity** of the Board over time and intend to comply with applicable laws

We Ask for Your Support and Vote **FOR** Each Director Nominee and **FOR** Each Proposal



# Proposals for 2021 Annual Stockholder Meeting

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## Meeting Date – June 8, 2021

- Election of three nominees for director
  - Eric L. Dobmeier
  - William K. Heiden
  - Beth Seidenberg, M.D.
- Advisory vote on executive compensation
- Ratification of independent registered public accounting firm - Deloitte & Touche LLP

BOARD OF DIRECTORS RECOMMENDS VOTE  
FOR EACH DIRECTOR NOMINEE AND  
FOR EACH PROPOSAL

