
**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)

46-0920988
(I.R.S. Employer
Identification Number)

**2380 Conejo Spectrum Street, Suite 200
Thousand Oaks, California 91320
(805) 623-4211**
(Address, including zip code and telephone number, of Registrant's principal executive offices)

Atara Biotherapeutics, Inc. 2024 Equity Incentive Plan

AnhCo Nguyen, Ph.D.
President and Chief Executive Officer
**2380 Conejo Spectrum Street, Suite 200
Thousand Oaks, California 91320
(805) 623-4211**
(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:

Eric Hyllengren
Chief Financial Officer and Chief Operating Officer
**2380 Conejo Spectrum Street, Suite 200
Thousand Oaks, California 91320
(805) 623-4211**

Carlton Fleming
Sidley Austin LLP
**555 California Street, Suite 2000
San Francisco, California 94104
(415) 772-1200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, or a smaller reporting 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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “**Registration Statement**”) is being filed by Atara Biotherapeutics, Inc., a Delaware corporation (the “**Registrant**”), relating to 155,000 shares of its common stock, par value \$0.0001 per share (the “**Common Stock**”), issuable under the Atara Biotherapeutics, Inc. 2024 Equity Incentive Plan (the “**2024 Plan**”), pursuant to the share recycling provisions set forth in Section 3(b) of the 2024 Plan. The Registrant filed with the Securities and Exchange Commission (the “**SEC**”) on June 11, 2024 a Registration Statement on Form S-8 (Registration No. 333-280125) relating to shares of Common Stock issuable under the 2024 Plan (the “**Prior Registration Statement**”). The Prior Registration Statement is currently effective. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E of Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except for Items 3 and 8, which are being updated by this Registration Statement.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the SEC are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2023, which includes audited financial statements for the Registrant’s latest fiscal year, filed with the SEC on March 28, 2024 (the “**2023 Form 10-K**”).
- (b) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarterly period ended March 31, 2024, filed with the SEC on May 9, 2024.
- (c) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarterly period ended June 30, 2024, filed with the SEC on August 12, 2024.
- (d) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarterly period ended September 30, 2024, filed with the SEC on November 12, 2024.
- (e) The Registrant’s Current Reports on Form 8-K, filed with the SEC on [January 8, 2024](#), [January 9, 2024](#), [February 23, 2024](#), [March 29, 2024](#), [June 11, 2024](#), [June 17, 2024](#), [June 20, 2024](#), [July 17, 2024](#), [August 12, 2024](#), [September 3, 2024](#), [October 15, 2024](#), [November 12, 2024](#), [December 23, 2024](#), and [January 16, 2025](#).
- (f) The description of the Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#), filed with the SEC on July 16, 2014, including any amendments or reports filed for the purposes of updating this description, including Exhibit 4.5 to the 2023 Form 10-K.
- (g) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS

Exhibit Number	Description
4.1 (1)	Amended and Restated Certificate of Incorporation of Atara Biotherapeutics, Inc.
4.2 (2)	Third Amended and Restated Bylaws of Atara Biotherapeutics, Inc.
4.3 (3)	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Atara Biotherapeutics, Inc.
4.4 (4)	Form of common stock certificate.
4.5 (5)	Atara Biotherapeutics, Inc. 2024 Equity Incentive Plan.
5.1*	Opinion of Sidley Austin LLP.
23.1*	Consent of Sidley Austin 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).
107*	Calculation of Filing Fee Table.

- (1) Filed as Exhibit 3.2 to the 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 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36548), filed with the SEC on December 23, 2024, and incorporated herein by reference.
 - (3) Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36548), filed with the SEC on June 20, 2024, and incorporated herein by reference.
 - (4) Filed as Exhibit 4.1 to Amendment No. 1 to the 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.
 - (5) Filed as Exhibit 4.4 to the Registrant's Registration Statement on Form S-8 (File No. 333-280125), filed with the SEC on June 11, 2024, and incorporated herein by reference.
- * Filed herewith.

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 Thousand Oaks, State of California, on this 17th day of January, 2025.

ATARA BIOTHERAPEUTICS, INC.

By: /s/ AnhCo Nguyen

AnhCo Nguyen, Ph.D.

President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints AnhCo Nguyen, Ph.D. and Eric Hyllengren, 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 of 1933, as amended, 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.

Signature	Title	Date
<u>/s/ AnhCo Nguyen</u> AnhCo Nguyen, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	January 17, 2025
<u>/s/ Eric Hyllegren</u> Eric Hyllegren	Chief Financial Officer and Chief Operating Officer (Principal Financial and Accounting Officer)	January 17, 2025
<u>/s/ Pascal Touchon</u> Pascal Touchon, D.V.M.	Chairman of the Board	January 17, 2025
<u>/s/ Carol G. Gallagher</u> Carol G. Gallagher, Pharm.D.	Director	January 17, 2025
<u>/s/ Gregory A. Ciongoli</u> Gregory A. Ciongoli	Director	January 17, 2025
<u>/s/ Matthew K. Fust</u> Matthew K. Fust	Director	January 17, 2025
<u>/s/ William K. Heiden</u> William K. Heiden	Director	January 17, 2025
<u>/s/ Ameet Mallik</u> Ameet Mallik	Director	January 17, 2025
<u>/s/ Maria Grazia Roncarolo</u> Maria Grazia Roncarolo, M.D.	Director	January 17, 2025

SIDLEY

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AMERICA • ASIA PACIFIC • EUROPE

January 17, 2025

Atara Biotherapeutics, Inc.
2380 Conejo Spectrum Street, Suite 200
Thousand Oaks, California 91320

Re: 155,000 shares of Common Stock, \$0.0001 par value per share

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Atara Biotherapeutics, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 155,000 shares of common stock, \$0.0001 par value per share (the "Common Stock"), of the Company, which may be issued under the Atara Biotherapeutics, Inc. 2024 Equity Incentive Plan (the "Plan," and the aggregate number of shares of Common Stock to be registered under the Registration Statement, the "Registered Shares").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company's Amended and Restated Certificate of Incorporation, the Certificate of Amendment of the Company's Amended and Restated Certificate of Incorporation, the Company's Third Amended and Restated Bylaws, the Plan, the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the Plan, and the proposal adopted by the stockholders of the Company relating to the Plan at the Company's Annual Meeting of Stockholders held on June 10, 2024. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Sidley Austin LLP is a limited liability partnership practicing in affiliation with other Sidley Austin partnerships.

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Atara Biotherapeutics, Inc.

January 17, 2025

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Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to the Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the Plan; and (iii) a certificate representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof) or, if any such Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof), all in accordance with the Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Sidley Austin LLP

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 March 28, 2024 relating to the consolidated financial statements of Atara Biotherapeutics, Inc. and subsidiaries (the "Company"), appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

San Francisco, California
January 17, 2025

Calculation of Filing Fee Table

FORM S-8
(Form Type)

ATARA BIOTHERAPEUTICS, INC.
(Exact Name of Registrant as Specified in its Charter)
Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common stock, \$0.0001 par value	Rule 457(h)	155,000	\$12.30	\$1,906,500.00	0.00015310	\$291.89
Total Offering Amounts:						\$1,906,500.00		\$291.89
Total Fee Offsets:								\$—
Net Fee Due:								\$291.89

Offering Note

1

- (a) Atara Biotherapeutics, Inc., a Delaware corporation (the “Registrant”), is filing this Registration Statement to register the offer and sale of an additional 155,000 shares of common stock, par value \$0.0001 per share (the “Common Stock”), for issuance under the Atara Biotherapeutics, Inc. 2024 Equity Incentive Plan (the “2014 Plan”) pursuant to the share recycling provisions set forth in Section 3(b) of the 2024 Plan. Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers such additional and indeterminate number of shares as may become issuable pursuant to the provisions of the 2024 Plan relating to adjustments for changes resulting from a stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (b) Estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee, based on the average of the high and low sales prices of the Common Stock reported on The Nasdaq Stock Market LLC on January 15, 2025.