

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)

1280 Rancho Conejo Boulevard
Thousand Oaks, California 91320
(Address, including zip code, of Registrant's principal executive offices)

Atara Biotherapeutics, Inc. 2024 Equity Incentive Plan, as amended
(Full title of the plan)

AnhCo Nguyen, Ph.D.
President and Chief Executive Officer
1280 Rancho Conejo Boulevard
Thousand Oaks, California 91320
(805) 623-4211
(Name, address, and telephone number, including area code, of agent for service)

Copies to:

Yanina Grant-Huerta
Chief Accounting Officer
1280 Rancho Conejo Boulevard
Thousand Oaks, California 91320
(805) 623-4211

Carlton Fleming
Helen Theung
Sidley Austin LLP
101 California Street, Suite 3500
San Francisco, California 94111
(415) 772-1200

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," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-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**"), for the purpose of registering an additional 400,000 shares of Registrant common stock, par value \$0.0001 per share (the "**Common Stock**") that were reserved for issuance under the Atara Biotherapeutics, Inc. 2024 Equity Incentive Plan, as amended (the "**Plan**"). This Registration Statement hereby incorporates by reference the contents of the Registrant's prior Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the "**SEC**") on June 11, 2024 (SEC File No. 333-280125) and January 17, 2025 (SEC File No. 333-284338) (the "**Prior Registration Statements**") registering shares of Common Stock issuable under the Plan. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate 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 Statements 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 I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

All information required by Part I to be contained in the prospectus is omitted from this Registration Statement in accordance with the explanatory note to Part I of Form S-8 and Rule 428 under the Securities Act of 1933, as amended (the "*Securities Act*"). Documents containing the information required by Part I of the Registration Statement will be sent or given to Plan participants as specified by Rule 428(b)(1) of the Securities Act.

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, 2025, which includes audited financial statements for the Registrant's latest fiscal year, filed with the SEC on March 16, 2026 (the "**2025 Form 10-K**").
- (b) The Registrant's Quarterly Report on [Form 10-Q](#) for the quarterly period ended March 31, 2026, filed with the SEC on May 12, 2026.
- (c) The Registrant's Current Reports on Form 8-K, filed with the SEC on [January 2, 2026](#), [January 12, 2026](#), [February 23, 2026](#), [March 3, 2026](#), [March 12, 2026](#), [May 1, 2026](#), [May 7, 2026](#), [May 12, 2026](#), and [June 12, 2026](#).
- (d) 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 4.8](#) to the 2025 Form 10-K.
- (e) 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.
4.6*	First Amendment to the 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 12 day of June, 2026.

ATARA BIOTHERAPEUTICS, INC.

By: /s/ AnhCo Thieu Nguyen
AnhCo Thieu 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 Thieu Nguyen, Ph.D., Yanina Grant-Huerta and John Chao, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ AnhCo Thieu Nguyen</u> AnhCo Thieu Nguyen, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	June 12, 2026
<u>/s/ Yanina Grant-Huerta</u> Yanina Grant-Huerta	Chief Accounting Officer (Principal Financial and Accounting Officer)	June 12, 2026
<u>/s/ Gregory A. Ciongoli</u> Gregory A. Ciongoli	Director, Chair	June 12, 2026
<u>/s/ Brian N. Cherry</u> Brian N. Cherry	Director	June 12, 2026
<u>/s/ Matthew K. Fust</u> Matthew K. Fust	Director	June 12, 2026
<u>/s/ William K. Heiden</u> William K. Heiden	Director	June 12, 2026
<u>/s/ James Huang</u> James Huang	Director	June 12, 2026
<u>/s/ Nachi Subramanian</u> Nachi Subramanian	Director	June 12, 2026

**FIRST AMENDMENT TO
ATARA BIOTHERAPEUTICS, INC.
2024 EQUITY INCENTIVE PLAN**

WHEREAS, Atara Biotherapeutics, Inc. (the “Company”) has heretofore adopted the Atara Biotherapeutics, Inc. 2024 Equity Incentive Plan (the “Plan”); and

WHEREAS, the Company wishes to amend the Plan to increase the number of shares of common stock of the Company, par value \$0.0001 per share, available for issuance under the Plan.

NOW, THEREFORE, the Plan shall be amended, effective as the date on which the stockholders of the Company approve such amendment at the 2026 Annual Meeting of Stockholders, as follows:

1. Section 3(a)(i) of the Plan is hereby amended in its entirety to read as follows:

Subject to Section 9(a) relating to Capitalization Adjustments, the number of shares of Common Stock that shall initially be available for all awards under this Plan, other than Substitute Awards, shall be 676,000 shares (the “*Share Reserve*”).

2. Except as modified herein, the remaining terms of the Plan shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned officer of the Company, acting pursuant to authority granted to the officer by the Board of Directors of the Company, has executed this instrument on this 12th day of June, 2026.

ATARA BIOTHERAPEUTICS, INC.

By: /s/ AnhCo Nguyen

Name: AnhCo Nguyen

Title: President & Chief Executive Officer



SIDLEY AUSTIN LLP
101 CALIFORNIA STREET
SAN FRANCISCO, CALIFORNIA 94111
+1 415 772 1200
+1 415 772 7400 FAX

June 12, 2026

Atara Biotherapeutics, Inc.
1280 Rancho Conejo Boulevard
Thousand Oaks, California 91320

Re: 400,000 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 400,000 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, as amended (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 9, 2026. 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.

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

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 16, 2026, 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, 2025.

/s/ Deloitte & Touche LLP

San Francisco, California
June 12, 2026

CALCULATION OF FILING FEE TABLES

S-8

Atara Biotherapeutics, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value	(1)	Other	400,000	\$ 9.79	\$ 3,916,000.00	0.0001381	\$ 540.80
					Total Offering Amounts:	\$ 3,916,000.00		540.80
					Total Fee Offsets:			
					Net Fee Due:			<u>\$ 540.80</u>

Offering Note(s)

- (1) Atara Biotherapeutics, Inc., a Delaware corporation (the “Registrant”), is filing this Registration Statement to register 400,000 shares of common stock, par value \$0.0001 per share (the “Common Stock”), for issuance under the Atara Biotherapeutics, Inc. 2024 Equity Incentive Plan, as amended (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.

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 June 9, 2026.