
**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. Amended and Restated 2014 Equity Incentive Plan
Atara Biotherapeutics, Inc. 2014 Employee Stock Purchase Plan

Isaac E. Ciechanover, M.D.
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:

John F. McGrath, Jr.
Executive Vice President and Chief Financial
Officer
611 Gateway Blvd., Suite 900
South San Francisco, California 94080
(650) 278-8930

Kenneth L. Guernsey
Jodie M. Bourdet
Carlton Fleming
Cooley LLP
101 California St., #5
San Francisco, California 94111
(415) 693-2000

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

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Exchange Act of 1934.

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	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share				
– Non-Plan Inducement Grant Stock Option Grant	145,000 (2)	\$13.65 (3)	\$1,979,250	\$246.42
– Atara Biotherapeutics, Inc. Amended and Restated 2014 Equity Incentive Plan	1,536,516 (4)	\$42.30 (5)	\$64,994,626.80	\$8,091.84
– Atara Biotherapeutics, Inc. 2014 Employee Stock Purchase Plan	230,769 (6)	\$42.30 (5)	\$9,761,528.70	\$1,215.32
Total	1,912,285		\$76,735,405.50	\$9,553.58

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, or the Securities Act, this Registration Statement shall also cover any additional shares of Registrant’s common stock that become issuable under the plans 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 Registrant’s common stock, as applicable.
- (2) Represents shares of common stock reserved for issuance upon the exercise of a stock option grant by the Registrant to Kanya Rajangam as a material inducement to her acceptance of employment with the Registrant in accordance with NASDAQ Listing Rule 5635(c)(4).
- (3) Such shares are issuable upon exercise of an outstanding option with a fixed exercise price. Pursuant to Rule 457(h) of the Securities Act, the aggregate offering price and the fee have been computed upon the basis of the price at which the option may be exercised, which was the closing price of a share of Registrant’s common stock on August 22, 2017, the date of grant of such option, as reported on The NASDAQ Global Select Market.
- (4) Represents shares of common stock that were automatically added to the shares authorized for issuance under the Registrant’s Amended and Restated 2014 Equity Incentive Plan, as amended (the “2014 Plan”), on January 1, 2018 pursuant to an “evergreen” provision contained in the 2014 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2014 Plan automatically increases on January 1 of each year, starting on January 1, 2015 and continuing through January 1, 2024 by 5% of the total number of shares of the Registrant’s capital stock outstanding on December 31st of the preceding calendar year, or a lesser number of shares determined by the Registrant’s board of directors.
- (5) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$42.30 per share, the average of the high and low prices of the Registrant’s common stock on February 23, 2018 as reported on the NASDAQ Global Select Market.
- (6) Represents shares of common stock that were automatically added to the shares authorized for issuance under the Registrant’s 2014 Employee Stock Purchase Plan (the “2014 ESPP”) on January 1, 2018 pursuant to an “evergreen” provision contained in the 2014 ESPP. Pursuant to such provision, the number of shares reserved for issuance under the 2014 ESPP automatically increases on January 1st of each year, starting on January 1, 2015 and continuing through January 1, 2024 by the lesser of: (i) 1% of the total number of shares of the Registrant’s capital stock outstanding on December 31st of the preceding calendar year, (ii) 230,769 shares, or (iii) such lesser number of shares determined by the Registrant’s board of directors.

EXPLANATORY NOTE

Atara Biotherapeutics, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 for the purpose of registering (a) 145,000 shares of Common Stock granted to Kanya Rajangam on August 22, 2017 to induce her to accept employment as Senior Vice President and Chief Medical Officer of the Registrant (the “**Inducement Award**”), (b) an additional 1,536,516 shares of Common Stock issuable to eligible persons under the Atara Biotherapeutics, Inc. Amended and Restated 2014 Equity Incentive Plan, which Common Stock is in addition to the shares of Common Stock registered on the Registrant’s Form S-8 filed on October 21, 2014 (File No. 333-199508), Form S-8 filed on May 12, 2015 (File No. 333-204076), Form S-8 filed on March 4, 2016 (File No. 333-209961), Form S-8 filed on November 4, 2016 (File No. 333-214431) and Form S-8 filed on August 7, 2017 (File No. 333-219763), and (c) an additional 230,769 shares of Common Stock issuable to eligible persons under the Atara Biotherapeutics, Inc. 2014 Employee Stock Purchase Plan, which Common Stock is in addition to the shares of Common Stock registered on the Registrant’s Form S-8 October 21, 2014 (File No. 333-199508), Form S-8 filed on May 12, 2015 (File No. 333-204076), Form S-8 filed on March 4, 2016 (File No. 333-209961) and Form S-8 filed on August 7, 2017 (File No. 333-219763). The Inducement Award was approved by the Compensation Committee of the Registrant’s Board of Directors in reliance on the employment inducement exception to shareholder approval under NASDAQ Listing Rule 5635(c)(4), and therefore, was not granted under the Registrant’s shareholder-approved 2014 Plan.

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 contents of the earlier registration statements on Form S-8 relating to the 2014 Plan and 2014 ESPP, previously filed with the SEC on October 21, 2014 (File No. 333-199508), May 12, 2015 (File No. 333-204076), March 4, 2016 (File No. 333-209961), November 4, 2016 (File No. 333-214431) and August 7, 2017 (File No. 333-219763).

(b) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2017, which includes audited financial statements for the Registrant’s latest fiscal year, filed with the SEC on February 28, 2018.

(c) The Registrant’s Current Report on Form 8-K filed with the SEC on January 4, 2018.

(d) The description of the Registrant’s common stock which is contained in a registration statement on Form 8-A filed on July 16, 2014 (File No. 001-36548) under the Exchange Act of 1934, as amended, or the Exchange Act, including any amendment or report filed for the purpose of updating such description.

(e) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of 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)	<u>Amended and Restated Certificate of Incorporation of Atara Biotherapeutics, Inc.</u>
4.2 (2)	<u>Amended and Restated Bylaws of Atara Biotherapeutics, Inc.</u>
4.3 (3)	<u>Form of common stock certificate.</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
23.2	<u>Consent of Deloitte & Touche LLP, independent registered public accounting firm.</u>
24.1	<u>Power of Attorney (included on the signature page of this Form S-8).</u>
99.1 (4)	<u>Atara Biotherapeutics, Inc. Amended and Restated 2014 Equity Incentive Plan (the “2014 Plan”).</u>
99.2 (5)	<u>Forms of Option Agreement and Option Grant Notice under the 2014 Plan.</u>
99.3 (6)	<u>Form of Restricted Stock Unit Agreement and Restricted Stock Unit Grant Notice under the 2014 Plan.</u>
99.4 (7)	<u>Atara Biotherapeutics, Inc. 2014 Employee Stock Purchase Plan.</u>
99.5 (8)	<u>Forms of Inducement Grant Notice and Inducement Grant Agreement</u>
(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 10.2 to Registrant’s quarterly report on Form 10-Q for the quarterly period ended June 30, 2016, filed with the SEC on August 8, 2016, and incorporated by reference herein.
(5)	Filed as Exhibit 10.2 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.
(6)	Filed as Exhibit 10.3 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.
(7)	Filed as Exhibit 10.8 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.
(8)	Filed as Exhibit 10.3 to Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2017, filed with the SEC on August 7, 2017, 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 27th day of February, 2018.

Atara Biotherapeutics, Inc.

By: /s/ Isaac E. Ciechanover
Isaac E. Ciechanover, M.D.
Chief Executive Officer

Know All Persons By These Presents, that each person whose signature appears below constitutes and appoints Isaac E. Ciechanover and John F. McGrath, Jr., 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/ Isaac E. Ciechanover</u> Isaac E. Ciechanover, M.D.	President and Chief Executive Officer <i>(principal executive officer)</i>	February 27, 2018
<u>/s/ John F. McGrath, Jr.</u> John F. McGrath, Jr.	Chief Financial Officer <i>(principal financial and accounting officer)</i>	February 27, 2018
<u>/s/ Eric Dobmeier</u> Eric Dobmeier	Director	February 27, 2018
<u>/s/ Matthew K. Fust</u> Matthew K. Fust	Director	February 27, 2018
<u>/s/ Carol G. Gallagher</u> Carol G. Gallagher, Pharm.D.	Director	February 27, 2018
<u>/s/ William Heiden</u> William Heiden	Director	February 27, 2018
<u>/s/ Joel S. Marcus</u> Joel S. Marcus	Director	February 27, 2018
<u>/s/ Beth Seidenberg</u> Beth Seidenberg, M.D.	Director	February 27, 2018



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

February 27, 2018

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

Re: Registration on Form S-8

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-8 (the “**Registration Statement**”) with the Securities and Exchange Commission covering the offering of up to 1,912,285 shares of the Company’s Common Stock, par value \$0.0001 per share, including (a) 1,536,516 shares of Common Stock (the “**2014 EIP Shares**”) pursuant to the Company’s Amended and Restated 2014 Equity Incentive Plan (the “**2014 EIP**”), (b) 230,769 shares of Common Stock (the “**2014 ESPP Shares**”) pursuant to the Company’s 2014 Employee Stock Purchase Plan (the “**2014 ESPP**”) and (c) 145,000 shares of Common Stock issuable under a new hire inducement stock option award granted by the Company on August 22, 2017 (the “**Inducement Shares**”), pursuant to the terms of a stock option grant notice and nonstatutory stock option agreement (such agreement, together with the 2014 EIP and 2014 ESPP, the “**Plans**”).

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Company’s Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, the Plans and the originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we deem necessary or appropriate to enable us to render the opinion expressed below. 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 thereof. 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.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Inducement Shares, the 2014 EIP Shares, and the 2014 ESPP Shares, when sold and issued in accordance with their respective Plans, and in each case when sold and issued in accordance with the Registration Statement and related prospectuses, 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).

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



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Sincerely,

Cooley LLP

By: /s/ Carlton Fleming
Carlton Fleming

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, 2018, relating to the consolidated financial statements of Atara Biotherapeutics, Inc. appearing in the Annual Report on Form 10-K of Atara Biotherapeutics, Inc. for the year ended December 31, 2017.

/s/ DELOITTE & TOUCHE LLP

San Jose, California

February 27, 2018