

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Adiumentum Capital Fund I LP</u> <hr/> (Last) (First) (Middle) <u>C/O ROPES & GRAY LLP</u> <u>800 BOYLSTON ST.</u> <hr/> (Street) <u>BOSTON MA 02199</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Atara Biotherapeutics, Inc. [ATRA]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/16/2025</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>See remarks</u> <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/16/2025		A		75,572	A	\$6.61	1,209,395	D ⁽¹⁾⁽²⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants (right to buy)	\$0.0001	05/16/2025		A		227,000		(3)	(3)	Common Stock	(4)(5)	\$6.6099	377,193 ⁽⁴⁾⁽⁵⁾	D ⁽¹⁾⁽²⁾	

1. Name and Address of Reporting Person * <u>Adiumentum Capital Fund I LP</u> <hr/> (Last) (First) (Middle) <u>C/O ROPES & GRAY LLP</u> <u>800 BOYLSTON ST.</u> <hr/> (Street) <u>BOSTON MA 02199</u> <hr/> (City) (State) (Zip)	1. Name and Address of Reporting Person * <u>Adiumentum Capital Fund I GP LLC</u> <hr/> (Last) (First) (Middle) <u>C/O ROPES & GRAY LLP</u> <u>800 BOYLSTON ST.</u> <hr/> (Street) <u>BOSTON MA 02199</u> <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person *

Ciongoli Gregory Austin

(Last) (First) (Middle)

C/O ROPES & GRAY LLP
800 BOYLSTON ST.

(Street)
BOSTON MA 02199

(City) (State) (Zip)

Explanation of Responses:

1. In addition to Adiumentum Capital Fund I LP, a limited partnership organized under the laws of Delaware ("Adiumentum"), this Form 4 is being filed jointly by Adiumentum Capital Fund I GP LLC, a limited liability company organized under the laws of Delaware and the general partner of Adiumentum ("Adiumentum GP"), and Gregory A. Ciongoli, a citizen of the United States of America and the managing member of Adiumentum GP (together with Adiumentum and Adiumentum GP, the "Reporting Persons"). Each of the Reporting Persons has the same business address as Adiumentum and may be deemed to have a pecuniary interest in securities reported on this Form 4 (the "Subject Securities"). Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.
2. Adiumentum may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) all of the Subject Securities. Adiumentum GP, as the general partner of Adiumentum may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) all the Subject Securities. Mr. Ciongoli, as the managing partner of Adiumentum, and as the managing member of Adiumentum GP, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) all the Subject Securities.
3. The warrants are immediately exercisable and do not expire.
4. Pursuant to the terms of the warrants, the Issuer may not effect any exercise of any warrant, and a holder of a warrant does not have the right to exercise any portion of the warrant held by such holder, to the extent that, after giving effect to the attempted exercise set forth in a notice of exercise, such holder, together with such holder's affiliates and any other person whose beneficial ownership of common stock, par value \$0.0001 per share (the "Common Stock"), of the Issuer would be aggregated with such holder's for the purposes of Section 13(d) of the Exchange Act, and the applicable regulations of the U.S. Securities and Exchange Commission (the "SEC"), including any "group" of which such holder is a member, would beneficially own a number of shares of Common Stock in excess of the Beneficial Ownership Limitation.
5. The "Beneficial Ownership Limitation" is 19.99% of the shares of Common Stock then issued and outstanding, which percentage may be changed at a holder's election upon 61 days' notice to the Issuer.

Remarks:

Mr. Ciongoli serves as a director on the Board of Directors of the Issuer and, as a result, the entities listed in these notes are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Adiumentum Capital Fund I LP
By: /s/ Gregory A. Ciongoli, 05/16/2025
Managing Partner
Adiumentum Capital Fund I GP
LLC By: /s/ Gregory A. Ciongoli, 05/16/2025
Managing Member
/s/ Gregory A. Ciongoli 05/16/2025
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.