## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
OMB Number: 3235-0287
Estimated average burden
hours per response...
longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

| 1. Name and Address of Reporting Person - * Haqq Christopher |  |  | 2. Issuer Name and Ticker or Trading Symbol Atara Biotherapeutics, Inc. [ATRA] |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 611 GATEWAY BOULEVARD, SUITE 900 |  |  | $\begin{aligned} & \text { 3. Date of Earliest Transaction (Month/Day/Year) } \\ & 08 / 15 / 2016 \end{aligned}$ |  |  |  |  |  |  |  |  |
| (Street) <br> SOUTH SAN FRANCISCO, CA 94080 |  |  | 4. If Amendment, Date Original Filed(Month/Day/Year) |  |  |  |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |  |  |  |  |  |  |  |
| $\begin{aligned} & \text { 1.Title of Security } \\ & \text { (Instr. 3) } \end{aligned}$ |  | $\|$2. Transaction <br> Date <br> (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction <br> Code <br> (Instr. 8) |  | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |  |  | 5. Amount of SecuritiesBeneficially Owned FollowingReported Transaction(s)(Instr. 3 and 4) | 6. <br> Ownership <br> Form: <br> Direct (D) <br> or Indirect <br> (I) <br> (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|  |  | Code |  | V | Amount | $\begin{gathered} \text { (A) } \\ \text { or } \\ \text { (D) } \end{gathered}$ | Price |  |  |  |
| Common Stock |  |  | 08/15/2016 |  | M |  | 829 | A | \$ 0 (1) | 295,294 | D |  |
| Common Stock |  | 08/15/2016 |  | S (2) |  | 400 | D | $\begin{aligned} & \$ 21.7 \\ & (3) \end{aligned}$ | 294,894 | D |  |
| Common Stock |  | 08/15/2016 |  | $\mathrm{S}^{(2)}$ |  | 946 | D | $\begin{aligned} & \hline \$ \\ & 22.58 \\ & (4) \end{aligned}$ | 293,948 | D |  |
| Common Stock |  |  |  |  |  |  |  |  | 17,312 | I | See footnote (5) |
| Common Stock |  |  |  |  |  |  |  |  | 2,688 | I | See footnote (6) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
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 control number.
SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security (Instr. 3) | 2. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Transaction <br> Code <br> (Instr. 8) |  | 5. Number <br> of <br> Derivative <br> Securities <br> Acquired <br> (A) or <br> Disposed <br> of (D) <br> (Instr. 3, <br> 4, and 5) |  | 6. Date Exercisable and Expiration Date (Month/Day/Year) |  | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  | 8. Price of Derivative Security (Instr. 5) | 9. Number of <br> Derivative <br> Securities <br> Beneficially <br> Owned <br> Following <br> Reported <br> Transaction(s) <br> (Instr. 4) | 10. <br> Ownership <br> Form of <br> Derivative <br> Security: <br> Direct (D) <br> or Indirect <br> (I) <br> (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Restricted <br> Stock <br> Units | (7) | 08/15/2016 |  | M |  |  | 829 | (8) | (9) | Common Stock | 829 | \$ 0 | 4,698 | D |  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |  |  |  |
| :--- | :--- | :--- | :--- | :--- |
|  | Director | $10 \%$ Owner | Officer | Other |
| Haqq Christopher |  |  |  |  |
| 611 GATEWAY BOULEVARD |  |  |  |  |
| SUITE 900 <br> SOUTH SAN FRANCISCO, CA 94080 |  |  | Chief Medical Officer |  |

## Signatures

/s/ Tina Gullotta, Attorney-in-Fact for Christopher Haqq
*-Signature of Reporting Person
08/16/2016
Date

## Explanation of Responses:

* 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. $78 f f(a)$.
(1) Shares issued upon settlement of vested restricted stock units ("RSUs").
(2) Transaction pursuant to Rule 10b5-1 Plan adopted December 7, 2015.
(3) The price in Column 4 is a weighted average sale price. The prices actually received ranged from $\$ 21.32$ to $\$ 22.17$. The reporting person will provide to the issuer, any security
(3) holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
(4) The price in Column 4 is a weighted average sale price. The prices actually received ranged from $\$ 22.38$ to $\$ 22.72$. The reporting person will provide to the issuer, any security (4) holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
(5) The shares are held by the Chris Haqq 2014 GRAT, of which the Reporting Person is trustee.
(6) The shares are held by The Havenside Trust, of which the Reporting Person is trustee.
(7) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock or a cash settlement.

The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for
(8) the RSUs to vest. The liquidity event-based condition was satisfied upon the closing of the Issuer's initial public offering (the "IPO"). The shares that vested on the closing date
(8) of the IPO, and the shares that vested thereafter through May 15, 2015, were settled on May 15, 2015. The service-based vesting condition provides that $1 / 48$ th of the total number of shares shall vest monthly from January 10,2014 , subject to the holder's continuous service through each such date.
(9) The earlier of (i) January 10, 2021 or (ii) the recipient's termination date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

