

MCGRATH JOHN
Form 4
February 20, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGRATH JOHN

2. Issuer Name and Ticker or Trading Symbol
Atara Biotherapeutics, Inc. [ATRA]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
611 GATEWAY
BOULEVARD, SUITE 900

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
EVP & Chief Financial Officer

SOUTH SAN
FRANCISCO, CA 94080

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	02/15/2018		S ⁽¹⁾	6,500 D \$ 46.77	99,056	D	
Common Stock	02/15/2018		M	5,132 A \$ 0 ⁽³⁾	104,188	D	
Common Stock	02/15/2018		F ⁽⁴⁾	2,926 D \$ 47.05	101,262	D	
Common Stock	02/16/2018		S ⁽¹⁾	4,000 D \$ 46.93	97,262	D	

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Common Stock 02/16/2018 S⁽¹⁾ 2,500 D \$ 48.08 94,762 D

(6)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
							Title	Amount or Number of Shares
Restricted Stock Units	(7)	02/15/2018		M	5,132	(8)(9)	(10) Common Stock	5,132

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCGRATH JOHN
611 GATEWAY BOULEVARD
SUITE 900
SOUTH SAN FRANCISCO, CA 94080

EVP & Chief Financial Officer

Signatures

/s/ David Tucker, Attorney-in-Fact for John F. McGrath, Jr.

02/20/2018

Signature of Reporting Person

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. 78ff(a).
- (1) Transaction pursuant to Rule 10b5-1 Plan adopted July 6, 2016.

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(2) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$46.50 to \$47.25. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(3) Shares issued upon settlement of vested restricted stock units ("RSUs").

(4) Shares withheld to cover tax obligation from settlement of vested restricted stock units.

(5) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$46.65 to \$47.15. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(6) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$47.70 to \$48.325. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(7) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock or a cash settlement.

(8) 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 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 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 25% of the total number of shares on January 6, 2015 and 1/48th of the total number of shares monthly thereafter, subject to the holder's continuous service through each such date.

(9) Fully vested.

(10) The earlier of (i) December 12, 2020 or (ii) the recipient's termination date.

(11) The shares are held by the David B. Horowitz and John McGrath Jr. Revocable Living Trust dated 6/3/11, of which the Reporting Person is trustee.

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.