

Atara Biotherapeutics, Inc.

Form 4

October 23, 2014

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kleiner Perkins Caufield & Byers
XV, LLC

(Last) (First) (Middle)

2750 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Atara Biotherapeutics, Inc. [ATRA]

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

10/21/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Common Stock | 10/21/2014 | | C | 1,852,106 | A 11 2,599,029 | I | See Footnote (2) |
| Common Stock | 10/21/2014 | | C | 55,314 | A 11 77,621 | I | See Footnote (3) |

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
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(9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Series A Preferred Stock | <u>(1)</u> | 10/21/2014 | | C | 1,244,871 | <u>(1)</u> <u>(1)</u> | Common Stock 1,244,871 |
| Series B Preferred Stock | <u>(1)</u> | 10/21/2014 | | C | 607,234 | <u>(1)</u> <u>(1)</u> | Common Stock 607,235 |
| Series A Preferred Stock | <u>(1)</u> | 10/21/2014 | | C | 37,179 | <u>(1)</u> <u>(1)</u> | Common Stock 37,179 |
| Series B Preferred Stock | <u>(1)</u> | 10/21/2014 | | C | 18,136 | <u>(1)</u> <u>(1)</u> | Common Stock 18,135 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kleiner Perkins Caufield & Byers XV, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |
| KPCB XV Associates, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |
| KPCB XV Founders Fund, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |

Signatures

/s/ Paul Vronsky, General Counsel 10/23/2014

 **Signature of Reporting Person Date

/s/ Paul Vronsky, General Counsel 10/23/2014

 **Signature of Reporting Person Date

/s/ Paul Vronsky, General
Counsel

10/23/2014

____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) Each share of preferred stock converted into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. The shares had no expiration date.

The shares are directly held by Kleiner Perkins Caufield & Byers XV, LLC ("KPCB XV"). All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee". The managing member of KPCB XV is KPCB XV Associates, LLC ("XV Associates").
- (2) The voting and dispositive control over the shares is shared by individual managing members of XV Associates, none of whom has veto power.

The shares are directly held by KPCB XV Founders Fund, LLC ("KPCB XV FF"). All shares are held for convenience in the name of
- (3) "KPCB Holdings, Inc., as nominee". The managing member of KPCB XV FF is XV Associates. The voting and dispositive control over the shares is shared by individual managing members of XV Associates, none of whom has veto power.

Remarks:

KPCB XV Associates and its respective managing members disclaim beneficial ownership of these shares except to the extent

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.