

Ciechanover Isaac E.
Form 4
January 24, 2018

FORM 4

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

OMB APPROVAL

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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 *
Ciechanover Isaac E.

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)

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

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

611 GATEWAY BOULEVARD, SUITE 900

01/22/2018

Chief Executive Officer

(Street)

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

SOUTH SAN FRANCISCO, CA 94080

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 01/22/2018 | | S ⁽¹⁾ | 500 | D | \$ 30.93 (2) | 358,978 | I | See footnote (3) |
| Common Stock | 01/22/2018 | | S ⁽¹⁾ | 1,000 | D | \$ 32.17 (4) | 357,978 | I | See footnote (3) |
| Common Stock | 01/22/2018 | | S ⁽¹⁾ | 6,500 | D | \$ 33.08 (5) | 351,478 | I | See footnote (3) |
| Common | 01/22/2018 | | S ⁽¹⁾ | 2,000 | D | \$ | 349,478 | I | See |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|------------------|---------|---|-----------------|
| Stock | | | | | 34.04 (6) | | | footnote (3) |
| Common Stock | 01/23/2018 | S ⁽¹⁾ | 500 | D | \$ 34.05 (7) | 348,978 | D | |
| Common Stock | 01/23/2018 | S ⁽¹⁾ | 15,084 | D | \$ 35.45 (8) | 333,894 | D | |
| Common Stock | 01/23/2018 | S ⁽¹⁾ | 8,516 | D | \$ 36.15 (9) | 325,378 | D | |
| Common Stock | 01/24/2018 | S ⁽¹⁾ | 8,100 | D | \$ 33.2 (10) | 317,278 | D | |
| Common Stock | 01/24/2018 | S ⁽¹⁾ | 4,100 | D | \$ 34.4 (11) | 313,178 | D | |
| Common Stock | 01/24/2018 | S ⁽¹⁾ | 2,200 | D | \$ 34.99 (12) | 310,978 | D | |
| Common Stock | | | | | | 743,675 | D | |

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

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(9-02)

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ciechanover Isaac E. 611 GATEWAY BOULEVARD SUITE 900 SOUTH SAN FRANCISCO, CA 94080 | X | | Chief Executive Officer | |

Signatures

/s/ John F. McGrath, Jr., Attorney-in-Fact for Isaac E.
Ciechanover

01/24/2018

__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 May 18, 2017.

The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$30.45 to \$31.45. 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 are held by the Isaac E. Ciechanover and Allison M. Ciechanover Family Trust dated 8/8/08, of which the Reporting Person is a trustee.

(4) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$31.60 to \$32.55. 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.

(5) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$32.65 to \$33.65. 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 \$33.675 to \$34.45. 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) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$33.70 to \$34.70. 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.

(8) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$34.75 to \$35.75. 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.

(9) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$35.775 to \$36.75. 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.

(10) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$32.75 to \$33.75. 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.

(11) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$33.80 to \$34.80. 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.

(12) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$34.825 to \$35.10. 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

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shares sold at each price within the range.

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

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