

Atara Biotherapeutics, Inc.
Form 4
October 23, 2014

FORM 4

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

OMB APPROVAL

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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 *
DAG Ventures Management V, LLC

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)
251 LYTTON AVENUE, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
10/21/2014

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

(Street)
PALO ALTO, CA 94301

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

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 | 10/21/2014 | | C | | 1,902,798 | A | <u>(1)</u> 1,902,798 | I | see footnote (2) |
| Common Stock | 10/21/2014 | | C | | 4,634 | A | <u>(1)</u> 4,634 | I | see footnote (3) |

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

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SEC 1474 (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 | (1) | 10/21/2014 | | C | 1,278,935 | (1) | (1) | Common Stock | 1,278,935 |
| Series B Preferred | (1) | 10/21/2014 | | C | 623,863 | (1) | (1) | Common Stock | 623,863 |
| Series A Preferred | (1) | 10/21/2014 | | C | 3,115 | (1) | (1) | Common Stock | 3,115 |
| Series B Preferred | (1) | 10/21/2014 | | C | 1,519 | (1) | (1) | Common Stock | 1,519 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DAG Ventures Management V, LLC 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| Cadeddu John J. 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| Goodrich R. Thomas 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| Pianim Nicholas K. 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| Chung Young J. 251 LYTTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| Williams Greg 251 LYTTON AVENUE, SUITE 200 | | X | | |

PALO ALTO, CA 94301

DAG Ventures V-QP, L.P.

251 LYTTON AVENUE, SUITE 200 X

PALO ALTO, CA 94301

DAG Ventures V, L.P.

251 LYTTON AVENUE, SUITE 200 X

PALO ALTO, CA 94301

Signatures

/s/ Joseph J. Zanone by power of attorney 10/23/2014

__Signature of Reporting Person Date

John Cadeddu 10/23/2014

__Signature of Reporting Person Date

Thomas R. Goodrich 10/23/2014

__Signature of Reporting Person Date

Nicholas K. Pianim 10/23/2014

__Signature of Reporting Person Date

Young J. Chung 10/23/2014

__Signature of Reporting Person Date

Greg Williams 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) All outstanding shares of the Issuer's preferred stock automatically converted into Common Stock on a 1:1 basis upon the closing of the Issuer's initial public offering for no additional consideration and had no expiration date.

The shares are held by DAG Ventures V-QP, L.P. DAG Ventures Management V, LLC ("DAG Management V") serves as the sole General Partner of DAG Ventures V-QP, L.P. ("DAG V-QP"). As such, DAG Management V possesses sole voting and investment control over the securities owned by DAG V-QP and may be deemed to have indirect beneficial ownership of the securities held by DAG

- (2) V-QP. DAG Management V, however, owns no securities of the Issuer directly. Messrs. Cadeddu, Chung, Goodrich, Pianim and Williams are Managing Directors of DAG Management V and share voting and dispositive power over the shares held by DAG V-QP. Each Reporting Person disclaims beneficial ownership of the shares held by DAG V-QP except to the extent of his or its proportionate pecuniary interest therein.

The shares are held by DAG Ventures V, L.P. DAG Ventures Management V, LLC ("DAG Management V") serves as the sole General Partner of DAG Ventures V, L.P. ("DAG V"). As such, DAG Management V possesses sole voting and investment control over the securities owned by DAG V and may be deemed to have indirect beneficial ownership of the securities held by DAG V. DAG

- (3) Management V, however, owns no securities of the Issuer directly. Messrs. Cadeddu, Chung, Goodrich, Pianim and Williams are Managing Directors of DAG Management V and share voting and dispositive power over the shares held by DAG V. Each Reporting Person disclaims beneficial ownership of the shares held by DAG V except to the extent of his or its proportionate pecuniary interest therein.

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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