

Atara Biotherapeutics, Inc.
Form 4
May 21, 2015

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)

05/19/2015

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|-------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/19/2015 | | J | | 291,300 | D | \$ 0 <u>(1)</u> | 2,113,528 | I | See Footnote <u>(2)</u> |
| Common Stock | 05/19/2015 | | J | | 8,700 | D | \$ 0 <u>(3)</u> | 63,122 | I | See Footnote <u>(4)</u> |

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
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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 05/21/2015

__Signature of Reporting Person Date

/s/Paul Vronsky, Attorney-in-Fact 05/21/2015

__Signature of Reporting Person Date

/s/Paul Vronsky, Attorney-in-Fact 05/21/2015

__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).

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- (1) Pro rata distribution to the members of Kleiner Perkins Caufield & Byers XV, LLC ("KPCB XV") pursuant to the terms of its operating agreement.

The shares are directly held by KPCB XV. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee".

- (2) managing member of KPCB XV is KPCB XV Associates, LLC ("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.

- (3) Pro rata distribution to the members of KPCB XV FF pursuant to the terms of its operating agreement.

The shares are directly held by KPCB XV FF. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee".

- (4) 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.

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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