

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Courtney Phillips</u>  (Last) (First) (Middle) <u>C/O ATRECA, INC., 835 INDUSTRIAL RD.</u> <u>SUITE 400</u>  (Street) <u>SAN CARLOS CA 94070</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Atreca, Inc. [ BCEL ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/13/2022</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel &amp; Secretary</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee stock option (right to buy)	\$1.845	06/13/2022		A		80,000		(1)	01/26/2031	Class A Common Stock	80,000	(2)	80,000	D	
Employee stock option (right to buy)	\$13.97	06/13/2022		D			80,000	(1)	01/26/2031	Class A Common Stock	80,000	\$0.00	0	D	
Employee stock option (right to buy)	\$1.845	06/13/2022		A		45,000		(3)	07/10/2029	Class A Common Stock	45,000	(2)	45,000	D	
Employee stock option (right to buy)	\$16.74	06/13/2022		D			45,000	(3)	07/10/2029	Class A Common Stock	45,000	\$0.00	0	D	
Employee stock option (right to buy)	\$1.845	06/13/2022		A		91,666		(4)	06/16/2029	Class A Common Stock	91,666	(2)	91,666	D	
Employee stock option (right to buy)	\$17	06/13/2022		D			91,666	(4)	06/16/2029	Class A Common Stock	91,666	\$0.00	0	D	
Employee stock option (right to buy)	\$1.845	06/13/2022		A		65,000		(5)	02/25/2030	Class A Common Stock	65,000	(2)	65,000	D	
Employee stock option (right to buy)	\$22.07	06/13/2022		D			65,000	(5)	02/25/2030	Class A Common Stock	65,000	\$0.00	0	D	

Explanation of Responses:

1. 1/48 of the Option vests in equal monthly installments as measured from 1/1/2021. If applicable, vesting accelerates as provided in, and subject to the terms and conditions of, that certain Executive Employment Agreement between the Issuer and the Reporting Person, as may be amended from time to time.
2. The transactions reported herein reflect a one-time stock option repricing effective on June 13, 2022 (the "Option Repricing"). The Option Repricing applies to options with exercise prices greater than or equal to \$9.00 per share held by all employees of the Issuer as of June 13, 2022. Pursuant to the Option Repricing, the exercise price of the repriced options, including the Option, has been amended to reduce the exercise price to \$1.845 per share, the closing price of the Issuer's Class A common stock on the Nasdaq Global Select Market as of the date of the Option Repricing. There have been no other changes to the terms of the repriced options, including the Option. The Option Repricing does not apply to options held by non-employee directors of the Issuer.
3. 1/4 of the Option vests on 6/10/2020 and 1/48 of the Option vests in equal monthly installments as measured from 6/10/2020. If applicable, vesting accelerates as provided in, and subject to the terms and conditions of, that certain Executive Employment Agreement between the Issuer and the Reporting Person, as may be amended from time to time.
4. 1/4 of the Option vests on 6/10/2020 and 1/48 of the Option vests in equal monthly installments as measured from 6/10/2020. If applicable, vesting accelerates as provided in, and subject to the terms and conditions of, that certain Executive Employment Agreement between the Issuer and the Reporting Person, as may be amended from time to time.

5. 6/48 of the Option vests on 7/1/2020 and 1/48 of the Option vests in equal monthly installments as measured from 7/1/2020. If applicable, vesting accelerates as provided in, and subject to the terms and conditions of, that certain Executive Employment Agreement between the Issuer and the Reporting Person, as may be amended from time to time.

**Remarks:**

/s/ Herbert Cross, attorney-in-  
fact

06/15/2022

\*\* Signature of Reporting Person

Date

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

\* 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).

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

**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 Number.**