

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

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

1. Name and Address of Reporting Person* <u>PERCEPTIVE ADVISORS LLC</u> <hr/> (Last) (First) (Middle) 51 ASTOR PLACE, 10TH FLOOR <hr/> (Street) NEW YORK NY 10003 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nautilus Biotechnology, Inc. [NAUT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former Director
	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/24/2021		P		7,063	A	\$10.05	497,038	D	
Common Stock	06/09/2021		P		5,500,000	A	\$10	5,997,038	I	See Footnote ⁽¹⁾
Common Stock	06/09/2021		J		2,914,113	A	(2)	8,911,151	I	See Footnote ⁽¹⁾

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
PERCEPTIVE ADVISORS LLC

 (Last) (First) (Middle)
 51 ASTOR PLACE, 10TH FLOOR

 (Street)
 NEW YORK NY 10003

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
PERCEPTIVE LIFE SCIENCES MASTER FUND LTD

 (Last) (First) (Middle)
 51 ASTOR PLACE, 10TH FLOOR

 (Street)
 NEW YORK NY 10003

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
EDELMAN JOSEPH

 (Last) (First) (Middle)
 (City) (State) (Zip)

(Last) (First) (Middle)

51 ASTOR PLACE, 10TH FLOOR

(Street)

NEW YORK NY 10003

(City)

(State)

(Zip)

Explanation of Responses:

1. The securities are directly held by Perceptive Life Sciences Master Fund Ltd. (the "Master Fund"). Perceptive Advisors LLC (the "Advisor") serves as the investment manager of Master Fund. Joseph Edelman is the managing member of the Advisor. Each of Mr. Edelman and the Advisor disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that either Mr. Edelman or the Advisor is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
2. Acquired pursuant to the business combination by and among ARYA Sciences Acquisition Corp III, Mako Merger Sub, Inc. and Nautilus Biotechnology, Inc. ("Old Nautilus") in exchange for shares of Old Nautilus previously held by the Master Fund.

[/s/ Joseph Edelman - for
Perceptive Life Sciences
Master Fund Ltd., By:
Perceptive Advisors LLC, its 06/11/2021
investment manager, By:
Joseph Edelman, its managing
member](#)

[/s/ Joseph Edelman - for
Perceptive Advisors LLC, By: 06/11/2021
Joseph Edelman, its managing
member](#)

[/s/ Joseph Edelman 06/11/2021](#)

** 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.