

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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	
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1. Name and Address of Reporting Person* <u>Posard Matthew L.</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>06/09/2021</u>		3. Issuer Name and Ticker or Trading Symbol <u>Nautilus Biotechnology, Inc. [ NAUT ]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director Officer (give title below)			5. If Amendment, Date of Original Filed (Month/Day/Year)	
C/O NAUTILUS BIOTECHNOLOGY, INC. 425 PONTIUS AVE N, STE 202			10% Owner			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	
(Street)	(City)	(State)	(Zip)				
SEATTLE	WA	98109					

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	100,000	I	See Footnote <sup>(1)</sup>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	(2)	02/28/2029	Common Stock	166,891	0.43	D
Stock Option (Right to Buy)	(3)	10/15/2030	Common Stock	65,305	1.14	D
Stock Option (Right to Buy)	(4)	01/31/2031	Common Stock	36,280	10	D

Explanation of Responses:

- Shares held by the Matthew and Elizabeth Posard Trust. The reporting person is the Trustee of the Matthew and Elizabeth Posard Trust.
- Subject to reporting person's continuous status as a "Service Provider" (as defined in the Nautilus Subsidiary, Inc. 2017 Equity Incentive Plan (the "Plan")) through each vesting date, one thirty-sixth (1/36th) of the shares subject to the Option shall vest monthly over the next thirty-six (36) months on the same day of the month as the Vesting Commencement Date (as defined below). Notwithstanding the foregoing, in the event of a Change in Control (as defined in the Plan) that occurs while the reporting person is a Service Provider, 100% of the total number of shares subject to the Option that have not yet vested shall immediately vest and be fully exercisable, effective as of immediately prior to the Change in Control (as defined in the Plan). The Vesting Commencement Date is February 1, 2019.
- Subject to reporting person's continuous status as a "Service Provider" (as defined in the Plan) through each vesting date, one-forty eighth (1/48th) of the shares subject to the Option shall vest monthly over the next forty-eight (48) months on the same day of the month as the Vesting Commencement Date (as defined below). Notwithstanding the foregoing and anything to the contrary in the Plan, in the event of a Change in Control (as defined in the Plan) of the Company, 100% of the total number of shares subject to the Option shall vest and become immediately exercisable; provided that reporting person's continuous status as a "Service Provider" (as defined in the Plan) has not been terminated prior to such time. The Vesting Commencement Date is September 1, 2020.
- Subject to reporting person's continuous status as a "Service Provider" (as defined in the Company's 2017 Equity Incentive Plan (the "Plan")) through the applicable vesting date, one hundred percent (100%) of the shares subject to the Option shall vest on the earlier of (a) the one (1) year anniversary of the Vesting Commencement Date (as defined below) and (b) the day immediately before the date of the next annual meeting of stockholders of the Company (or in the event of a merger or consolidation involving the Company in which the Company is a wholly-owned subsidiary immediately following such merger or consolidation, the next annual meeting of stockholders of the Company's parent). The Vesting Commencement Date is January 31, 2021.

Remarks:

Exhibit 24: Power of Attorney

/s/ Anna Mowry, as Attorney-in-Fact      06/09/2021  
 \*\* 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 5 (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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Nautilus Biotechnology, Inc. (the "Company"), hereby constitutes and appoints Sujal Patel

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association

The undersigned hereby ratifies and confirms all that said attorneys in-fact and agent shall do or cause to be done by virtue hereof. The undersigned

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9th day of June, 2021.

Signature: /s/ Matthew Posard

Print Name: Matthew Posard