
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Nautilus Biotechnology, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

(CUSIP Number)

**a16z Capital Management
2865 Sand Hill Road, Suite 101,
Menlo Park, CA, 94025
(650) 798-5800**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

08/26/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No.

1 Name of reporting person

AH Bio Fund II, L.P.

2 Check the appropriate box if a member of a Group (See Instructions)

	☐ (a)
	☒ (b)
3	SEC use only
	Source of funds (See Instructions)
4	WC
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☐
	Citizenship or place of organization
6	DELAWARE
	Sole Voting Power
7	7,094,691.00
Number of	Shared Voting Power
Shares	
Beneficially	8 0.00
Owned by	Sole Dispositive Power
Each	9 7,094,691.00
Reporting	Shared Dispositive Power
Person	
With:	10 0.00
	Aggregate amount beneficially owned by each reporting person
11	7,094,691.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	5.6 %
	Type of Reporting Person (See Instructions)
14	PN

SCHEDULE 13D

CUSIP No.

	Name of reporting person
1	AH Equity Partners Bio II, L.L.C.
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☒ (b)
3	SEC use only
	Source of funds (See Instructions)
4	AF
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☐
	Citizenship or place of organization
6	DELAWARE
Number of	7 Sole Voting Power

Shares	
Beneficially	7,094,691.00
Owned by	Shared Voting Power
Each	8
Reporting	0.00
Person	Sole Dispositive Power
With:	9
	7,094,691.00
	Shared Dispositive Power
	10
	0.00
	Aggregate amount beneficially owned by each reporting person
11	7,094,691.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	5.6 %
	Type of Reporting Person (See Instructions)
14	OO

SCHEDULE 13D

CUSIP No.

	Name of reporting person
1	Andreessen Horowitz LSV Fund II, L.P.
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☒ (b)
3	SEC use only
	Source of funds (See Instructions)
4	WC
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☐
	Citizenship or place of organization
6	DELAWARE
	Sole Voting Power
	7
	590,241.00
Number of	Shared Voting Power
Shares	8
Beneficially	0.00
Owned by	Sole Dispositive Power
Each	9
Reporting	590,241.00
Person	Shared Dispositive Power
With:	10
	0.00
11	Aggregate amount beneficially owned by each reporting person

	590,241.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	☐
13	Percent of class represented by amount in Row (11)
	0.5 %
14	Type of Reporting Person (See Instructions)
	PN

SCHEDULE 13D

CUSIP No.

1	Name of reporting person
	AH Equity Partners LSV II, L.L.C.
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☒ (b)
3	SEC use only
4	Source of funds (See Instructions)
	AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	☐
6	Citizenship or place of organization
	DELAWARE
	Sole Voting Power
7	590,241.00
Number of	Shared Voting Power
Shares	
Beneficially	8 0.00
Owned by	
Each	Sole Dispositive Power
Reporting	9 590,241.00
Person	
With:	Shared Dispositive Power
	10 0.00
	Aggregate amount beneficially owned by each reporting person
11	590,241.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	☐
13	Percent of class represented by amount in Row (11)
	0.5 %
14	Type of Reporting Person (See Instructions)
	OO

SCHEDULE 13D

CUSIP No.

1	Name of reporting person
	Marc L. Andreessen
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☒ (b)
3	SEC use only
4	Source of funds (See Instructions)
	AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	☐
6	Citizenship or place of organization
	UNITED STATES
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	
Beneficially	8 7,684,932.00
Owned by	
Each	Sole Dispositive Power
Reporting	9 0.00
Person	
With:	Shared Dispositive Power
	10 7,684,932.00
	Aggregate amount beneficially owned by each reporting person
11	7,684,932.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	6.0 %
	Type of Reporting Person (See Instructions)
14	IN

SCHEDULE 13D

CUSIP No.

1	Name of reporting person
	Benjamin A. Horowitz
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☒ (b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5 ☐
Citizenship or place of organization

6 UNITED STATES

7 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With: 8 0.00
Shared Voting Power

9 Sole Dispositive Power

10 0.00
Shared Dispositive Power

11 7,684,932.00
Aggregate amount beneficially owned by each reporting person

12 7,684,932.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 ☐
Percent of class represented by amount in Row (11)

14 6.0 %
Type of Reporting Person (See Instructions)

IN

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Common Stock, par value \$0.0001 per share

Name of Issuer:

(b) Nautilus Biotechnology, Inc.

Address of Issuer's Principal Executive Offices:

(c) 2701 Eastlake Avenue, East Seattle, WASHINGTON , 98102.

Item 1 Comment: This Amendment No. 3 (this "Amendment No. 3" or this "Schedule 13D/A") amends and supplements the statement on Schedule 13D originally filed with the Securities and Exchange Commission (the "SEC") on June 30, 2021 and amended on June 4, 2026 and June 30, 2026 (as amended, the "Statement") by the Reporting Persons. Unless otherwise defined herein, capitalized terms used in this Amendment No. 3 shall have the meanings ascribed to them in the Statement. Unless amended or supplemented below, the information in the Statement remains unchanged.

Item 2. Identity and Background

(a) This Schedule 13D/A is filed by AH Bio Fund II, L.P. ("AH Bio II"), AH Equity Partners Bio II, L.L.C. ("AH Equity Bio II"), Andreessen Horowitz LSV Fund II, L.P. ("AH LSV II"), AH Equity Partners LSV II, L.L.C. ("AH Equity LSV II"), Marc Andreessen ("Andreessen") and Benjamin Horowitz ("Horowitz"). The foregoing entities and individuals are collectively referred to herein as the "Reporting Persons." The Reporting Persons' beneficial ownership of the Issuer's securities consists of (i) 7,094,691 shares of the Issuer's common stock directly held by AH Bio II for itself and as nominee for AH Bio Fund II-B, L.P. ("AH Bio II-B") and (ii) 590,241 shares of the Issuer's common stock directly held by AH LSV II for itself and as nominee for Andreessen Horowitz LSV Fund II-B, L.P.

("AH LSV II-B") and Andreessen Horowitz LSV Fund II-Q, L.P. ("AH LSV II-Q"). AH Equity Bio II is the general partner of AH Bio II and may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer held of record by AH Bio II for itself and as nominee for AH Bio II-B. Andreessen and Horowitz are managing members of AH Equity Bio II and may be deemed to have shared power to vote and shared power to dispose of shares of the Issuer held of record by AH Bio II for itself and as nominee. AH Equity LSV II is the general partner of AH LSV II and may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer held of record by AH LSV II for itself and as nominee for AH LSV II-B and AH LSV II-Q. Andreessen and Horowitz are managing members of AH Equity LSV II and may be deemed to have shared power to vote and shared power to dispose of shares of the Issuer held of record by AH LSV II for itself and as nominee.

- (b) The address of the principal place of business of each of the Reporting Persons is c/o Andreessen Horowitz, 2865 Sand Hill Road, Suite 101, Menlo Park, CA 94025.
- (c) The principal occupation of each of Andreessen and Horowitz is co-founder and managing member of the venture capital firm Andreessen Horowitz. The principal business of each of the other Reporting Persons is the venture capital investment business.
- (d) During the last five years, none of the Reporting Persons have been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of the Reporting Persons have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) The responses of the Reporting Persons with respect to row 6 of their respective cover pages to this Schedule 13D/A are incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

- (a) Rows 11 and 13 of each Reporting Person's cover page to this Schedule 13D/A set forth the aggregate number of shares of common stock of the Issuer and percentage of the shares of common stock of the Issuer beneficially owned by such Reporting Person and are incorporated herein by reference. The percentage set forth in row 13 of each cover page is based upon 127,255,223 shares of common stock outstanding as of July 24, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on July 28, 2026.
- (b) Rows 7 through 10 of each Reporting Person's cover page to this Schedule 13D/A set forth the number of shares of common stock of the Issuer as to which such Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition and are incorporated herein by reference.
- (c) Except as set forth below, none of the Reporting Persons has effected any transactions with respect to the securities of the Issuer during the past sixty days.

Transaction Person	Date	Shares	Price (\$)	Low	High	Reporting Transaction No.	Average Price
Open Market Sale AH Bio II	07/31/2026	85,157	0.98	0.95	1.05		
Open Market Sale AH LSV II	07/31/2026	7,085	0.98	0.95	1.05		
Open Market Sale AH Bio II	08/03/2026	133,608	1.00	0.98	1.02		
Open Market Sale AH LSV II	08/03/2026	11,116	1.00	0.98	1.02		
Open Market Sale AH Bio II	08/04/2026	140,625	1.01	0.99	1.06		
Open Market Sale AH LSV II	08/04/2026	11,699	1.01	0.99	1.06		
Open Market Sale AH Bio II	08/05/2026	71,883	0.94	0.93	1.01		
Open Market Sale AH LSV II	08/05/2026	5,980	0.94	0.93	1.01		
Open Market Sale AH Bio II	08/10/2026	14,226	0.91	0.91	0.91		
Open Market Sale AH LSV II	08/10/2026	1,184	0.91	0.91	0.91		
Open Market Sale AH Bio II	08/11/2026	7,159	0.90	0.90	0.90		
Open Market Sale AH LSV II	08/11/2026	596	0.90	0.90	0.90		
Open Market Sale AH Bio II	08/12/2026	38,391	0.90	0.90	0.90		
Open Market Sale AH LSV II	08/12/2026	3,194	0.90	0.90	0.90		
Open Market Sale AH Bio II	08/13/2026	89,495	0.91	0.91	0.92		
Open Market Sale AH LSV II	08/13/2026	7,445	0.91	0.91	0.92		
Open Market Sale AH Bio II	08/14/2026	2,418	0.90	0.90	0.91		
Open Market Sale AH LSV II	08/14/2026	201	0.90	0.90	0.91		
Open Market Sale AH Bio II	08/17/2026	47,297	0.90	0.90	0.90		
Open Market Sale AH LSV II	08/17/2026	3,935	0.90	0.90	0.91		
Open Market Sale AH Bio II	08/19/2026	94,559	0.90	0.90	0.91		
Open Market Sale AH LSV II	08/19/2026	7,867	0.90	0.90	0.91		
Open Market Sale AH Bio II	08/20/2026	43,872	0.91	0.90	0.92		
Open Market Sale AH LSV II	08/20/2026	3,650	0.91	0.90	0.92		
Open Market Sale AH Bio II	08/21/2026	213,672	0.95	0.91	0.97		
Open Market Sale AH LSV II	08/21/2026	17,776	0.95	0.91	0.97		
Open Market Sale AH Bio II	08/25/2026	9,232	0.90	0.90	0.91		
Open Market Sale AH LSV II	08/25/2026	768	0.90	0.90	0.90		
Open Market Sale AH Bio II	08/26/2026	231,738	0.93	0.93	0.95		
Open Market Sale AH LSV II	08/26/2026	19,279	0.93	0.93	0.95		
Open Market Sale AH Bio II	08/27/2026	48,943	0.96	0.92	0.96		
Open Market Sale AH LSV II	08/27/2026	4,072	0.96	0.92	0.96		

Each of AH Bio II and AH LSV II undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth above.
- (d) Under certain circumstances set forth in the limited partnership agreement of each of AH Bio II, AH Bio II-B, AH LSV II, AH LSV II-B, AH LSV II-Q and the limited liability company agreement of each of AH Equity Bio II and AH Equity LSV II, the partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from the sale of, shares of the Issuer directly or indirectly owned by each such entity of which they are a partner or member.
- (e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit 24.1 Power of Attorney (Marc Andreessen), dated June 23, 2023 (incorporated by reference to Exhibit 24.1 to the amendment to the Statement filed with the SEC on June 4, 2026). Exhibit 24.2 Power of Attorney (Benjamin Horowitz), dated June 22, 2023 (incorporated by reference to Exhibit 24.2 to the amendment to the Statement filed

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

AH Bio Fund II, L.P.

Signature: /s/ Phil Hathaway
By AH Equity Partners Bio II, L.L.C., Its General
Name/Title: Partner, By Phil Hathaway, Chief Operating
Officer (See Note 1)
Date: 08/28/2026

AH Equity Partners Bio II, L.L.C.

Signature: /s/ Phil Hathaway
Name/Title: By Phil Hathaway, Chief Operating Officer
Date: 08/28/2026

Andreessen Horowitz LSV Fund II, L.P.

Signature: /s/ Phil Hathaway
By AH Equity Partners LSV II, L.L.C., Its
Name/Title: General Partner, By Phil Hathaway, Chief
Operating Officer (See Note 2)
Date: 08/28/2026

AH Equity Partners LSV II, L.L.C.

Signature: /s/ Phil Hathaway
Name/Title: By Phil Hathaway, Chief Operating Officer
Date: 08/28/2026

Marc L. Andreessen

Signature: /s/ Phil Hathaway
Name/Title: By Phil Hathaway, Attorney-in-Fact for Marc
Andreessen
Date: 08/28/2026

Benjamin A. Horowitz

Signature: /s/ Phil Hathaway
Name/Title: By Phil Hathaway, Attorney-in-Fact for Benjamin
Horowitz
Date: 08/28/2026

Comments accompanying signature: Note 1 AH Bio Fund II, L.P. for itself and as nominee for AH Bio Fund II-B, L.P. Note 2 Andreessen Horowitz LSV Fund II, L.P. for itself and as nominee for Andreessen Horowitz LSV Fund II-B, L.P. and Andreessen Horowitz LSV Fund II-Q, L.P.