
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)

63909J108

(CUSIP Number)

Alexander Rakitin
Perceptive Advisors LLC, 51 Astor Place, 10th Floor
New York, NY, 10003
(646) 205-5340

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

01/31/2025

(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. 63909J108

Name of reporting person

1

Perceptive Advisors LLC

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 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

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially 8
Owned by

12,594,211.00

Each

Sole Dispositive Power

Reporting 9

0.00

Person
With:

Shared Dispositive Power

10

12,594,211.00

Aggregate amount beneficially owned by each reporting person

11
12,594,211.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13
10 %

Type of Reporting Person (See Instructions)

14
IA

SCHEDULE 13D

CUSIP No. 63909J108

Name of reporting person

1
Joseph Edelman

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

Number of 7 Sole Voting Power

Shares	
Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	12,594,211.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	12,594,211.00
	Aggregate amount beneficially owned by each reporting person
11	12,594,211.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	10 %
	Type of Reporting Person (See Instructions)
14	IN

SCHEDULE 13D

CUSIP No. 63909J108

1	Name of reporting person
	Perceptive Life Sciences Master Fund, Ltd.
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (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	<input checked="" type="checkbox"/>
	Citizenship or place of organization
6	CAYMAN ISLANDS
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	8
Beneficially	12,428,351.00
Owned by	Sole Dispositive Power
Each	9
Reporting	0.00
Person	Shared Dispositive Power
With:	10
	12,428,351.00
11	Aggregate amount beneficially owned by each reporting person

12,428,351.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12



Percent of class represented by amount in Row (11)

13

9.9 %

Type of Reporting Person (See Instructions)

14

CO

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 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented as follows: On January 28, 2025, Michael Altman, a Managing Director of Perceptive Advisors who has served on the Issuer's board of directors (the "Board") since June 2021, informed the Issuer that he will not stand for reelection to the Board at the Issuer's 2025 Annual Meeting of Stockholders (the "Annual Meeting"). Mr. Altman will remain a member of the Board until the conclusion of the Annual Meeting.

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.

Perceptive Advisors LLC

Signature: /s/ Joseph Edelman

Name/Title: Joseph Edelman, Managing Member

Date: 01/31/2025

Joseph Edelman

Signature: /s/ Joseph Edelman

Name/Title: Joseph Edelman

Date: 01/31/2025

Perceptive Life Sciences Master Fund, Ltd.

Signature: /s/ Joseph Edelman

Name/Title: By Perceptive Advisors LLC, by Joseph Edelman,
Managing Member

Date: 01/31/2025