

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>ALTMAN MICHAEL SETH</u>			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/09/2021</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		
51 ASTOR PLACE, 10TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10003</u>								
(City) (State) (Zip)								

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/09/2021		C ⁽¹⁾		3,647,500	A	(1)	3,647,500	I	ARYA Sciences Holdings III ⁽²⁾
Class A ordinary shares	06/09/2021		C ⁽³⁾		499,000	D	(3)	0	I	ARYA Sciences Holdings III ⁽²⁾
Common Stock	06/09/2021		C ⁽³⁾		499,000	A	(3)	499,000	I	ARYA Sciences Holdings III ⁽²⁾

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
Class B ordinary shares	(1)	06/09/2021		C ⁽¹⁾			3,647,500	(1)	(1)	Class A ordinary shares	3,647,500	(1)	0	I	ARYA Sciences Holdings III ⁽²⁾
Stock Option (Right to buy) ⁽⁴⁾	\$11.16	06/09/2021		A ⁽⁴⁾		44,435		06/09/2021	06/09/2031	Common Stock	44,435	\$0	44,435	D	

Explanation of Responses:

- In connection with the Business Combination Agreement, dated February 7, 2021, by and among ARYA Sciences Acquisition Corp III ("ARYA"), Mako Merger Sub, Inc. and Nautilus Biotechnology, Inc. (the transactions contemplated thereby, the "Business Combination"), ARYA domesticated as a Delaware corporation (the "Domestication") and changed its name to "Nautilus Biotechnology, Inc." ("Nautilus"). In connection with the Domestication, ARYA Sciences Holdings III's (the "Sponsor") Class B ordinary shares, par value \$0.0001 per share, of ARYA, which were previously convertible into Class A ordinary shares of ARYA (as described in ARYA's registration statement on Form S-1 (File No. 333-239986) under the heading "Description of Securities--Founder Shares"), were automatically converted into shares of common stock of Nautilus, par value \$0.0001 per share, on a one-for-one basis.
- The securities reported herein are held by the Sponsor. The Sponsor is governed by a board of directors consisting of two directors, Adam Stone and Michael Altman (the "Reporting Person"). As such, Mr. Stone and the Reporting Person have voting and investment discretion with respect to securities held of record by the Sponsor and may be deemed to have shared beneficial ownership of the securities held directly by the Sponsor. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- In connection with the Business Combination, the Sponsor's private placement shares, par value \$0.0001 per share, of ARYA automatically converted into shares of common stock of Nautilus, par value \$0.0001 per share, on a one-for-one basis.
- In connection with the appointment of the Reporting Person to the board of directors of Nautilus (the "Board"), the Board granted on June 9, 2021 the Reporting Person an Initial Award (as defined in the Company's Outside Director Compensation Policy and in accordance with Nautilus' 2021 Equity Incentive Plan (the "Plan"). Subject to the Reporting Person's continuous status as a "Service Provider" (as defined in the the Plan), the Initial Award is scheduled to vest as to one thirty-sixth (1/36th) of the shares of common stock subject to the Initial Award on a monthly basis following the Initial Award's grant date on the same day of the month as such grant date (or on the last day of the month, if there is no corresponding day in such month). The grant date is June 9, 2021.

/s/ Samuel M. Cohn, Attorney-in-Fact 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.