

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>  (Last) (First) (Middle) <u>51 ASTOR PLACE, 10TH FLOOR</u>  (Street) <u>NEW YORK NY 10003</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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				

**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
Stock Option (Right to Buy)	\$3.97	06/15/2023		A		45,000		(I)	06/15/2033	Common Stock	45,000	\$0.00	45,000	I	See footnotes <sup>(2) (3)</sup>

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\*  
EDELMAN JOSEPH  
 (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)	

**Explanation of Responses:**

1. Subject to the continuous status of Mr. Altman as a "Service Provider" (as defined in the Issuer's 2021 Equity Incentive Plan) through each vesting date, the shares subject to the Option shall vest on a monthly basis for twelve consecutive months, on the same day of the month as the Grant Date.
2. Consists of options to purchase shares of the Issuer's common stock awarded to Michael Altman in connection with his role as a member of the Issuer's Board of Directors. Mr. Altman is affiliated with the Advisor. The Advisor may be deemed to have an indirect pecuniary interest in the options to purchase common stock of the Issuer reported herein because the Advisor has the right to receive the director compensation provided in respect of Mr. Altman's board service through a partial management fee offset.
3. Joseph Edelman is the managing member of the Advisor. The Advisor serves as the investment manager of Perceptive Life Sciences Master Fund Ltd. (the "Master Fund"). Each of Mr. Edelman, the Mater Fund and the Advisor disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of the securities reported on this form, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that either Mr. Edelman, the Master Fund or the Advisor is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

**Remarks:**

[/s/ Perceptive Advisors LLC,](#)  
[By: Joseph Edelman, its](#) [06/20/2023](#)  
[managing member](#)  
[/s/ Joseph Edelman](#) [06/20/2023](#)  
[/s/ Joseph Edelman for](#)  
[Perceptive Life Sciences](#)  
[Master Fund Ltd., By:](#)  
[Perceptive Advisors LLC, its](#) [06/20/2023](#)  
[investment manager, By:](#)  
[Joseph Edelman, its managing](#)  
[member](#)  
\*\* 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.**