
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Nautilus Biotechnology, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value 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

Louis Rambo
Proskauer Rose LLP, 1001 Pennsylvania Ave, Ste 600
Washington, DC, 20004
(202) 416-6800

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

06/20/2025

(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

1 Name of reporting person
Perceptive Advisors LLC
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

7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With: 0.00
8 Shared Voting Power
12,815,113.00
9 Sole Dispositive Power
0.00
10 Shared Dispositive Power
12,815,113.00

11 Aggregate amount beneficially owned by each reporting person
12,815,113.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

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

13 10.1 %
Type of Reporting Person (See Instructions)

14 IA

SCHEDULE 13D

CUSIP No. 63909J108

1 Name of reporting person
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

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

7 Sole Voting Power
 0.00

Number of Shares Beneficially Owned by Each Reporting Person 8 Shared Voting Power
 12,815,113.00

9 Sole Dispositive Power
 0.00

With: 10 Shared Dispositive Power
 12,815,113.00

11 Aggregate amount beneficially owned by each reporting person
 12,815,113.00

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

13 Percent of class represented by amount in Row (11)
 10.1 %

14 Type of Reporting Person (See Instructions)
 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 (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

6 Citizenship or place of organization
 CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person 7 Sole Voting Power
 0.00

8 Shared Voting Power
 12,649,253.00

9 Sole Dispositive Power

Person With: 0.00
 Shared Dispositive Power
 10
 12,649,253.00
 Aggregate amount beneficially owned by each reporting person
 11 12,649,253.00
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
 12
 Percent of class represented by amount in Row (11)
 13 10.0 %
 Type of Reporting Person (See Instructions)
 14 CO

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Common Stock, \$0.0001 par value 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 June 20, 2025, Michael Altman, a Managing Director of Perceptive Advisors who has served on the Issuer's board of directors (the "Board") since June 2021, ceased serving as a member of the Board following the expiration of his term. Mr. Altman did not stand for re-election at the Issuer's 2025 Annual Meeting of Stockholders.

Item 5. Interest in Securities of the Issuer

Item 5(a) of the Schedule 13D is hereby amended and restated as follows: The information set forth in rows 11 and 13 of the cover pages to this Schedule 13D is incorporated by reference. The amounts reported to be beneficially owned by the Reporting Persons include an aggregate of 220,902 shares of Common Stock underlying stock options granted to Mr. Altman (the "Options"). The Master Fund has the right to receive the director compensation provided in respect of Mr. Altman's board service through a partial management fee offset. The percentages set forth in row 13 are based on 126,148,469 outstanding shares of Common Stock as of April 22, 2025, as reported by the Issuer in its Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2025, and assume the exercise of the Options for an aggregate of 220,902 shares of Common Stock.

(b) The information set forth in rows 7 through 10 of the cover pages to this Schedule 13D is incorporated by reference.

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: 06/24/2025

Joseph Edelman

Signature: /s/ Joseph Edelman

Name/Title: Joseph Edelman

Date: 06/24/2025

Perceptive Life Sciences Master Fund, Ltd.

Signature: /s/ Joseph Edelman

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

Date: 06/24/2025