

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Pande Vijay Satyanand</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>06/09/2021</u>		3. Issuer Name and Ticker or Trading Symbol <u>Nautilus Biotechnology, Inc. [NAUT]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director Officer (give title below)			5. If Amendment, Date of Original Filed (Month/Day/Year)	
C/O NAUTILUS BIOTECHNOLOGY, INC. 425 PONTIUS AVE N, STE 202			10% Owner			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	
(Street)	(City)	(State)	(Zip)				
SEATTLE	WA	98109					

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	16,298,006	I	By AH Bio Fund II, L.P. ⁽¹⁾⁽²⁾
Common Stock	1,355,911	I	By Andreessen Horowitz LSV Fund II, L.P. ⁽²⁾⁽³⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	(4)	01/31/2031	Common Stock	36,280	10	D

Explanation of Responses:

- The reported securities are held by AH Bio Fund II, L.P., for itself and as nominee for AH Bio Fund II-B, L.P. (collectively, the "AH Bio Fund II Entities"). AH Equity Partners Bio II, L.L.C. ("AH EP Bio II") is the general partner of the AH Bio Fund II Entities and has sole voting and dispositive power with regard to the securities held by the AH Bio Fund II Entities. The managing members of AH EP Bio II are Marc Andreessen and Ben Horowitz. Marc Andreessen and Ben Horowitz share voting and dispositive power with respect to the securities held by the AH Bio Fund II Entities.
- Mr. Pande is a member of the general partners of the AH Bio Fund II Entities and the AH LSV Fund II Entities (as defined herein, together, the "Andreessen Horowitz Entities"), but he disclaims the existence of a "group" and disclaims beneficial ownership of the securities held by the Andreessen Horowitz Entities and this report shall not be deemed an admission that he is the beneficial owner of such securities, except to the extent of his pecuniary interest therein, if any.
- The reported securities are held by 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. (collectively, the "AH LSV Fund II Entities"). AH Equity Partners LSV II, L.L.C. ("AH EP LSV II") is the general partner of the AH LSV Fund II Entities and has sole voting and dispositive power with regard to the securities held by the AH LSV Fund II Entities. The managing members of AH EP LSV II are Marc Andreessen and Ben Horowitz. Marc Andreessen and Ben Horowitz share voting and dispositive power with respect to the securities held by the AH LSV Fund II Entities.
- Subject to reporting person's continuous status as a "Service Provider" (as defined in the Nautilus Subsidiary, Inc. 2017 Equity Incentive Plan (the "Plan")) through the applicable vesting date, one hundred percent (100%) of the shares subject to the Option shall vest on the earlier of (a) the one (1) year anniversary of the Vesting Commencement Date (as defined below) and (b) the day immediately before the date of the next annual meeting of stockholders of the Company (or in the event of a merger or consolidation involving the Company in which the Company is a wholly-owned subsidiary immediately following such merger or consolidation, the next annual meeting of stockholders of the Company's parent). The Vesting Commencement Date is January 31, 2021.

Remarks:

Exhibit 24: Power of Attorney

/s/ Anna Mowry, as Attorney-in-Fact 06/09/2021
 ** 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 5 (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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Nautilus Biotechnology, Inc. (the "Company"), hereby constitutes and appoints Sujal Patel

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association

The undersigned hereby ratifies and confirms all that said attorneys in-fact and agent shall do or cause to be done by virtue hereof. The undersigned

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the Company

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9th day of June, 2021.

Signature: /s/ Vijay Pande

Print Name: Vijay Pande