
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. **5**)*

Nautilus Biotechnology, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

(CUSIP Number)

**Perceptive Advisors LLC
Alexander Rakitin, 51 Astor Place, 10th Floor
New York, NY, 10003
646-205-5345**

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

06/30/2026

(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.

1 Name of reporting person

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	Shared Voting Power
Shares	
Beneficially	8 11,634,211.00
Owned by	Sole Dispositive Power
Each	9 0.00
Reporting	Shared Dispositive Power
Person	
With:	10 11,634,211.00
	Aggregate amount beneficially owned by each reporting person
11	11,634,211.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	9.1 %
	Type of Reporting Person (See Instructions)
14	IA

SCHEDULE 13D

CUSIP No.

	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	11,634,211.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	11,634,211.00
	Aggregate amount beneficially owned by each reporting person
11	11,634,211.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	9.1 %
	Type of Reporting Person (See Instructions)
14	IN

SCHEDULE 13D

CUSIP No.

	Name of reporting person
1	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	☐
	Citizenship or place of organization
6	CAYMAN ISLANDS
	Sole Voting Power
	7
	0.00
Number of	Shared Voting Power
Shares	8
Beneficially	11,468,351.00
Owned by	Sole Dispositive Power
Each	9
Reporting	0.00
Person	Shared Dispositive Power
With:	10
	11,468,351.00
11	Aggregate amount beneficially owned by each reporting person

	11,468,351.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	☐
13	Percent of class represented by amount in Row (11)
	9.1 %
14	Type of Reporting Person (See Instructions)
	CO

SCHEDULE 13D

CUSIP No.

1	Name of reporting person
	C2 Life Sciences LLC
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☒ (b)
3	SEC use only
4	Source of funds (See Instructions)
	WC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	☐
6	Citizenship or place of organization
	CAYMAN ISLANDS
	Sole Voting Power
7	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
8	165,860.00
	Sole Dispositive Power
9	0.00
	Shared Dispositive Power
10	165,860.00
	Aggregate amount beneficially owned by each reporting person
11	165,860.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	☐
13	Percent of class represented by amount in Row (11)
	0.1 %
14	Type of Reporting Person (See Instructions)
	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 5. Interest in Securities of the Issuer

(a)

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 percentages set forth in row 13 are based on 127,255,223 shares of Common Stock outstanding as of July 24, 2026, as disclosed by the Issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on July 28, 2026.

(b)

The information set forth in rows 7 through 10 of the cover pages to this Schedule 13D is incorporated by reference. Neither Perceptive Advisors LLC ("Perceptive Advisors") nor Joseph Edelman ("Mr. Edelman") directly holds any Common Stock. Perceptive Life Sciences Master Fund, Ltd. (the "Master Fund") directly holds 11,468,351 shares of Common Stock, and C2 Life Sciences LLC ("C2") directly holds 165,860 shares of Common Stock. Perceptive Advisors serves as the investment manager to the Master Fund and C2. Mr. Edelman is the managing member of Perceptive Advisors.

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: 08/14/2026

Joseph Edelman

Signature: /s/ Joseph Edelman

Name/Title: Joseph Edelman

Date: 08/14/2026

Perceptive Life Sciences Master Fund, Ltd.

Signature: /s/ Joseph Edelman

Name/Title: Joseph Edelman, Managing Member

Date: 08/14/2026

C2 Life Sciences LLC

Signature: /s/ Joseph Edelman

Name/Title: Joseph Edelman, Managing Member

Date: 08/14/2026