

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
Date of Report (Date of Earliest Event Reported): April 6, 2021

ARYA SCIENCES ACQUISITION CORP III
(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of incorporation)

001-39434
(Commission File Number)

98-1541723
(I.R.S. Employer Identification No.)

51 Astor Place, 10th Floor
New York, NY
(Address of principal executive offices)

10003
(Zip Code)

(212) 284-2300
Registrant's telephone number, including area code
Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Ordinary Shares, par value \$0.0001 per Share	ARYA	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

On April 6, 2021, Nautilus Biotechnology, Inc. ("Nautilus") issued a press release announcing the appointment of Matt Murphy as General Counsel of Nautilus. The press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The foregoing (including Exhibits 99.1) is being furnished pursuant to Item 7.01 and will not be deemed to be filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "*Exchange Act*"), or otherwise be subject to the liabilities of that section, nor will it be deemed to be incorporated by reference in any filing under the the Securities Act of 1933, as amended (the "*Securities Act*") or the Exchange Act.

Additional Information

In connection with the proposed business combination between ARYA Sciences Acquisition Corp III ("ARYA") and Nautilus (the "Business Combination"), ARYA has filed with the U.S. Securities and Exchange Commission's ("SEC") a Registration Statement on Form S-4 (the "Registration Statement"), which includes a preliminary prospectus and preliminary proxy statement. ARYA will mail a definitive proxy statement/final prospectus and other relevant documents to its shareholders. This communication is not a substitute for the Registration Statement, the definitive proxy statement/final prospectus or any other document that ARYA will send to its shareholders in connection with the Business Combination. **Investors and security holders of ARYA are advised to read, when available, the proxy statement/prospectus in connection with ARYA's solicitation of proxies for its extraordinary general meeting of shareholders to be held to approve the Business Combination (and related matters) because the proxy statement/prospectus will contain important information about the Business Combination and the parties to the Business Combination.** The definitive proxy statement/final prospectus will be mailed to shareholders of ARYA as of a record date to be established for voting on the Business Combination. Shareholders will also be able to obtain copies of the proxy statement/prospectus, without charge, once available, at the SEC's website at www.sec.gov or by directing a request to: 51 Astor Place, 10th Floor, New York, New York 10003.

Participants in the Solicitation

ARYA, Nautilus and their respective directors, executive officers, other members of management, and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of ARYA's shareholders in connection with the Business Combination. Investors and security holders may obtain more detailed information regarding the names and interests in the Business Combination of ARYA's directors and officers in ARYA's filings with the SEC, including the Registration Statement filed with the SEC by ARYA, which includes the proxy statement of ARYA for the Business Combination, and such information and names of Nautilus's directors and executive officers will also be in the Registration Statement to be filed with the SEC by ARYA, which will include the proxy statement of ARYA for the Business Combination.

Forward Looking Statements

Certain statements made herein are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “should,” “would,” “plan,” “predict,” “potential,” “seem,” “seek,” “future,” “outlook” and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding future events, the Business Combination between ARYA and Nautilus, the estimated or anticipated future results and benefits of the combined company following the Business Combination, including the likelihood and ability of the parties to successfully consummate the Business Combination, future opportunities for the combined company, and other statements that are not historical facts. These statements are based on the current expectations of ARYA’s management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on, by any investor as a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of Arya and Nautilus. These statements are subject to a number of risks and uncertainties regarding ARYA’s businesses and the Business Combination, and actual results may differ materially. These risks and uncertainties include, but are not limited to, general economic, political and business conditions; the inability of the parties to consummate the Business Combination or the occurrence of any event, change or other circumstances that could give rise to the termination of the Business Combination Agreement; the outcome of any legal proceedings that may be instituted against the parties following the announcement of the Business Combination; the receipt of an unsolicited offer from another party for an alternative business transaction that could interfere with the Business Combination; the risk that the approval of the shareholders of ARYA or Nautilus for the potential transaction is not obtained; failure to realize the anticipated benefits of the Business Combination, including as a result of a delay in consummating the potential transaction or difficulty in integrating the businesses of ARYA and Nautilus; the risk that the Business Combination disrupts current plans and operations as a result of the announcement and consummation of the Business Combination; the ability of the combined company to grow and manage growth profitably and retain its key employees; the amount of redemption requests made by ARYA’s shareholders; the inability to obtain or maintain the listing of the post-acquisition company’s securities on Nasdaq following the Business Combination; costs related to the Business Combination; and those factors discussed in ARYA’s Registration Statement or final prospectus relating to its initial public offering, dated August 6, 2020, and other filings with the SEC. There may be additional risks that ARYA presently does not know or that ARYA currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements provide ARYA’s expectations, plans or forecasts of future events and views as of the date of this communication. ARYA anticipates that subsequent events and developments will cause ARYA’s assessments to change. However, while ARYA may elect to update these forward-looking statements at some point in the future, ARYA specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing ARYA’s assessments as of any date subsequent to the date of this communication. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Disclaimer

This communication is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy any securities or the solicitation of any vote in any jurisdiction pursuant to the Business Combination or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release, dated April 6, 2021.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 6, 2021

ARYA SCIENCES ACQUISITION CORP III

By: /s/ Adam Stone

Name: Adam Stone

Title: Chief Executive Officer

Filed by ARYA Sciences Acquisition Corp III
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
of the Securities Exchange Act of 1934
Subject Company: ARYA Sciences Acquisition Corp III
Commission File No. 001-39434

Nautilus Biotechnology Appoints Matt Murphy as General Counsel

Former 10x Genomics and Pacific Biosciences executive to lead the company's legal operations as it further develops its next-generation proteomics platform and prepares to go public

SAN CARLOS, CA & SEATTLE, WA, April 6, 2021 — Nautilus Biotechnology, Inc., a company pioneering a single-molecule protein analysis platform for quantifying the human proteome, today announced the appointment of Matt Murphy, Esq., as General Counsel.

Mr. Murphy brings more than 25 years of experience in senior legal counsel roles for companies on the cutting edge of life sciences technologies with specialization in biotechnology and diagnostics. He was previously the Vice President and General Counsel for 10x Genomics and Vice President of Intellectual Property and General Counsel for Pacific Biosciences.

Prior to joining Nautilus, Mr. Murphy advised a wide range of leading technology companies including BioElectron Technology Corporation, Siluria Technologies, Inc., Nanosys, and Caliper Technologies. He previously served on the board of the Friends of School of the Arts Foundation, a non-profit corporation supporting arts and academic learning for students. Mr. Murphy received his B.S. in Microbiology and Fermentation Science from the University of California, Davis, and his J.D. from the University of San Francisco School of Law.

“Matt is an accomplished leader with an exceptional background in building and defending intellectual property portfolios for life science and technology companies,” said Sujal Patel, co-founder and CEO of Nautilus Biotechnology. “We’re thrilled to welcome him to our executive leadership team as we scale our proteomic analysis platform in our mission to create a new standard for measuring the human proteome.”

“In seeking to build a greater understanding of the proteome, Nautilus is looking to unlock the next level of understanding of biology beyond that already presented by the blueprint of genomics,” said Mr. Murphy. “I look forward to leading the company’s legal operations to support its continued growth and commitment to expanding rapid and comprehensive access and understanding of the proteome.”

Nautilus is developing a unique proteomic analysis platform to accelerate the generation of proteomics-based insight, drive new discoveries, and propel the field forward to better understand our fundamental biology and the molecular mechanisms of disease. The company entered a definitive merger agreement with Arya Sciences Acquisition Corp III (Nasdaq: ARYA) (“ARYA III”) to be completed in the second quarter of 2021. Upon closing, Arya III will redomicile as a Delaware corporation, be renamed Nautilus Biotechnology, Inc. (the “Combined Company”) and its common stock is expected to be listed on Nasdaq under the ticker symbol “NAUT”.

About Nautilus Biotechnology

Nautilus is a biotechnology company who is developing a proteomics platform that aims to deliver superior sensitivity more quickly, more completely, and less expensively than is currently possible. Nautilus Biotechnology aims to enable a dramatic acceleration of basic science research, significantly improve the success rate of therapeutic development, and enhance opportunities for personalized and predictive medicine. Nautilus' corporate headquarters is in Seattle, Washington and scientific research and development is being conducted from its San Carlos, California office and labs.

About Arya III

Arya III is a blank check company newly incorporated as a Cayman Islands exempted company for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses or entities. Arya III is led by Chairman Joseph Edelman, Chief Executive Officer Adam Stone, Chief Financial Officer Michael Altman and Chief Business Officer Konstantin Poukalov.

Important Information and Where to Find It

A full description of the terms of the proposed business combination transaction between ARYA III and Nautilus (the "Business Combination") is set forth in a registration statement on Form S-4 (File No. 333-254796) filed with the Securities and Exchange Commission ("SEC") by Arya III that includes a prospectus with respect to the Combined Company's securities to be issued in connection with the Business Combination and a proxy statement with respect to the shareholder meeting of Arya III to vote on the Business Combination. **Arya III and Nautilus urge their investors, shareholders and other interested persons to read the preliminary proxy statement/ prospectus as well as other documents filed with the SEC because these documents contain important information about Arya III, Nautilus Biotechnology and the Business Combination.** After the registration statement is declared effective, the definitive proxy statement/prospectus to be included in the registration statement will be mailed to shareholders of Arya III as of a record date to be established for voting on the proposed Business Combination. Shareholders of Arya III may also obtain a copy of the S-4, including the proxy statement/prospectus, and other documents filed with the SEC without charge, by directing a request to: ARYA Sciences Acquisition Corp III, 51 Astor Place, 10th Floor, New York, New York 10003, Attn: Secretary. The preliminary and, once available, definitive proxy statement/prospectus to be included in the registration statement can also be obtained, without charge, at the SEC's website (www.sec.gov).

Participants in the Solicitation

Arya III and Nautilus Biotechnology and their respective directors and executive officers may be considered participants in the solicitation of proxies with respect to the potential Business Combination under the rules of the SEC. Information about the directors and executive officers of Arya III is set forth in Arya III's final prospectus filed with the SEC pursuant to Rule 424(b) of the Securities Act of 1933, as amended (the "Securities Act") on August 10, 2020 and is available free of charge at the SEC's website at www.sec.gov or by directing a request to: ARYA Sciences Acquisition Corp III, 51 Astor Place, 10th Floor, New York, New York 10003, Attn: Secretary. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the Arya III shareholders in connection with the potential Business Combination is set forth in the registration statement on Form S-4 containing the preliminary proxy statement/prospectus filed with the SEC. These documents can be obtained free of charge from the sources indicated above.

Non-Solicitation

This press release is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the potential Business Combination and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of Arya III, the Combined Company or Nautilus Biotechnology, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act.

Special Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, that are based on beliefs and assumptions and on information currently available. In some cases, you can identify forward-looking statements by the following words: “may,” “will,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue,” “ongoing” or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. These statements involve risks, uncertainties and other factors that may cause actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. Although we believe that we have a reasonable basis for each forward-looking statement contained in this press release, we caution you that these statements are based on a combination of facts and factors currently known by us and our projections of the future, about which we cannot be certain. Forward-looking statements in this press release include, but are not limited to, statements regarding the proposed Business Combination, statements about the potential attributes and benefits of Nautilus Biotechnology’s proteomics platform, the potential market opportunity, and the development and performance of Nautilus Biotechnology’s platform. We cannot assure you that the forward-looking statements in this press release will prove to be accurate. These forward looking statements are subject to a number of risks and uncertainties, including, among others, the ability to complete the business combination due to the failure to obtain approval from Arya III’s shareholders or satisfy other closing conditions in the business combination agreement, the occurrence of any event or other circumstances that could give rise to the termination of the business combination agreement, the outcome of any legal proceedings that may be instituted against Nautilus Biotechnology or Arya III following announcement of the transactions, the risk that the proposed business combination disrupts Nautilus Biotechnology’s or Arya III’s current plans and operations as a result of the announcement of the transactions, the ability to recognize the anticipated benefits of the business combination, costs related to the business combination, the amount of redemption requests made by Arya III’s stockholders, changes in applicable laws or regulations, the possibility that the expected timeframe for, and other expectations regarding the development and performance of, Nautilus Biotechnology’s proteomic platform will differ from current assumptions, and other risks and uncertainties, including those included under the header “Risk Factors” in the registration statement on Form S-4 filed by Arya III with the SEC and those included under the header “Risk Factors” in the final prospectus of Arya III related to its initial public offering. Furthermore, if the forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by Nautilus, ARYA III, the Combined Company or any other person that we will achieve our objectives and plans in any specified time frame, or at all. The forward-looking statements in this press release represent our views as of the date of this press release. We anticipate that subsequent events and developments will cause our views to change. Except as otherwise required by applicable law, Nautilus Biotechnology, Arya III and the Combined Company disclaim any duty to update any forward-looking statements. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this press release.

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