

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	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>McIlwain Matthew S</u>			2. Date of Event Requiring Statement (Month/Day/Year) 06/09/2021		3. Issuer Name and Ticker or Trading Symbol <u>Nautilus Biotechnology, Inc. [ NAUT ]</u>		
(Last) (First) (Middle) C/O NAUTILUS BIOTECHNOLOGY, INC. 425 PONTIUS AVE N, STE 202			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)			5. If Amendment, Date of Original Filed (Month/Day/Year)	
(Street) SEATTLE WA 98109						6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)							

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	322,105	D	
Common Stock	5,798,394	I	By Madrona Venture Fund VI, LP <sup>(1)</sup>
Common Stock	222,376	I	By Madrona Venture Fund VI-A, LP <sup>(2)</sup>

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	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(3)	01/31/2031	Common Stock	36,280	10	D	

Explanation of Responses:

- Shares held by Madrona Venture Fund VI, LP ("Madrona Fund VI"). Madrona Investment Partners VI, L.P. ("Madrona Partners VI") is the general partner of Madrona Fund VI, and Madrona VI General Partner, LLC ("Madrona VI LLC") is the general partner of Madrona Partners VI. The reporting person, is a managing member of Madrona VI LLC. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- Shares held by Madrona Venture Fund VI-A, LP ("Madrona Fund VI-A"). Madrona Partners VI is the general partner of Madrona Fund VI-A, and Madrona VI LLC is the general partner of Madrona Partners VI. The reporting person, is a managing member of Madrona VI LLC. The reporting person disclaims beneficial ownership over such securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- Subject to reporting person's continuous status as a "Service Provider" (as defined in the Nautilus Subsidiary, Inc. 2017 Equity Incentive 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/ Matthew S. McIlwain

Print Name: Matthew S. McIlwain