

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

NAUTILUS BIOTECHNOLOGY, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

98-1541723

(I.R.S. Employer
Identification Number)

**2701 Eastlake Avenue East
Seattle, Washington 98102**

(Address of Principal Executive Offices, including zip code)

**2021 Equity Incentive Plan
2021 Employee Stock Purchase Plan**
(Full title of the plan)

**Sujal Patel
Chief Executive Officer
2701 Eastlake Avenue East
Seattle, Washington 98102
(206) 333-2001**

(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Robert F. Kornegay
Zachary B. Myers
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300**

**Matthew Murphy
General Counsel
2701 Eastlake Avenue East
Seattle, Washington 98102
(206) 333-2001**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed to register an additional 6,215,154 shares of common stock of Nautilus Biotechnology, Inc. (the “Registrant”) reserved for issuance pursuant to future awards under the Registrant’s 2021 Equity Incentive Plan (the “2021 Plan”) as a result of the annual evergreen increase under the 2021 Plan and 1,243,030 shares of Common Stock of the Registrant reserved for issuance pursuant to future awards under the 2021 Employee Stock Purchase Plan (the “2021 ESPP”) as a result of the annual evergreen increase under the 2021 ESPP.

These additional shares of common stock are securities of the same class as other securities for which a previous Registration Statement on Form S-8 was filed by the Registrant with the Securities and Exchange Commission (the “SEC”) on [August 10, 2021](#) (File No. 333-258684) (the “Previous Registration Statement”). In accordance with General Instruction E of Form S-8, the contents of the Previous Registration Statement, including periodic reports filed after the Previous Registration Statement to maintain current information about the Registrant, are incorporated by reference into this Registration Statement.

PART II
INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this registration statement (the "Registration Statement") the following documents previously filed with the SEC:

- (1) The Registrant's Annual Report on [Form 10-K](#) (File No. 001-39434) for the fiscal year ended December 31, 2021 filed with the SEC on February 24, 2022;
- (2) All other reports filed with the Commission pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since the end of the fiscal year covered by the Registrant's Annual Report referred to in (1) above (other than the portions of these documents not deemed to be filed); and
- (3) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on [Form 8-A](#) filed with the SEC on August 6, 2020 pursuant to Section 12(b) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

The validity of the issuance of the shares of the Registrant's common stock offered hereby has been passed upon by Wilson Sonsini Goodrich & Rosati, Professional Corporation ("WSGR"). Certain members of, and investment partnerships comprised of members of, and persons associated with, WSGR, directly or indirectly, own less than 0.3% of the outstanding shares of the Registrant's Common Stock.

Item 8. Exhibits.

The Registrant has filed the exhibits listed on the accompanying Exhibit Index of this Registration Statement.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.1	Certificate of Incorporation of Nautilus Biotechnology, Inc.	8-K	001-39434	3.1	June 10, 2021
4.2	Bylaws of Nautilus Biotechnology, Inc.	8-K	001-39434	3.2	June 10, 2021
4.3	Specimen Common Stock Certificate.	8-K	001-39434	4.1	June 10, 2021
4.4	Nautilus Biotechnology, Inc. 2021 Equity Incentive Plan.	8-K	001-39434	10.4	June 10, 2021
4.5	Form of Stock Option Agreement under the Nautilus Biotechnology, Inc. 2021 Equity Incentive Plan.	S-4	333-254796	10.7	March 26, 2021
4.6	Form of Restricted Stock Unit Agreement under the Nautilus Biotechnology, Inc. 2021 Equity Incentive Plan.	S-4	333-254796	10.8	March 26, 2021
4.7	Form of Restricted Stock Award Agreement under the Nautilus Biotechnology, Inc. 2021 Equity Incentive Plan.	S-4	333-254796	10.9	March 26, 2021
4.8	Nautilus Biotechnology, Inc. 2021 Employee Stock Purchase Plan.	8-K	001-39434	10.5	June 10, 2021
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, P.C.				
23.1	Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP.				
23.2	Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1 hereto).				
24.1	Power of Attorney (included on the signature page hereto).				
107	Filing Fee Table				

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on this 24th day of February, 2022.

NAUTILUS BIOTECHNOLOGY, INC.

By: /s/ Sujal Patel
Sujal Patel
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Sujal Patel and Anna Mowry, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments) on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, proxy, and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact, proxy and agent, or any substitute of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sujal Patel</u> Sujal Patel	Chief Executive Officer, President and Director (Principal Executive Officer)	February 24, 2022
<u>/s/ Anna Mowry</u> Anna Mowry	Chief Financial Officer (Principal Financial and Accounting Officer)	February 24, 2022
<u>/s/ Matthew L. Posard</u> Matthew L. Posard	Chair of the Board of Directors	February 24, 2022
<u>/s/ Michael Altman</u> Michael Altman	Director	February 24, 2022
<u>/s/ Melissa Epperly</u> Melissa Epperly	Director	February 24, 2022
<u>/s/ Parag Mallick</u> Parag Mallick	Director	February 24, 2022
<u>/s/ Matthew McIlwain</u> Matthew McIlwain	Director	February 24, 2022
<u>/s/ Farzad Nazem</u> Farzad Nazem	Director	February 24, 2022
<u>/s/ Vijay Pande</u> Vijay Pande	Director	February 24, 2022

Calculation of Filing Fee Tables

Form S-8 (Form Type)

Nautilus Biotechnology, Inc.
(Exact name of registrant as specified in its charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share, reserved for issuance under the Registrant's 2021 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	6,215,154 ⁽²⁾	\$3.65 ⁽⁴⁾	\$22,685,313	\$92.70 per \$1,000,000	\$2,103
Equity	Common Stock, par value \$0.0001 per share, reserved for issuance under the Registrant's 2021 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	1,243,030 ⁽³⁾	\$3.11 ⁽⁵⁾	\$3,865,824	\$92.70 per \$1,000,000	\$359
Total Offering Amounts					\$26,551,137		\$2,462
Total Fee Offsets⁽⁶⁾							–
Net Fee Due							\$2,462

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this registration statement (the “Registration Statement”) shall also cover any additional shares of the Registrant’s Common Stock that become issuable under the Registrant’s 2021 Equity Incentive Plan (the “2021 Plan”) or the Registrant’s 2021 Employee Stock Purchase Plan (the “2021 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration or conversion of the Registrant’s Common Stock that increases the number of outstanding shares of Common Stock.
- (2) Represents an automatic increase in the number of shares of Common Stock reserved for issuance pursuant to future awards under the 2021 Plan as a result of the annual evergreen increase under the 2021 Plan.
- (3) Represents an automatic increase in the number of shares of Common Stock reserved for issuance pursuant to future awards under the 2021 ESPP as a result of the annual evergreen increase under the 2021 ESPP.
- (4) Pursuant to Rule 457(c) and 457(h) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is \$3.65, which is the average of the high and low prices of shares of Common Stock on The Nasdaq Global Select Market (“Nasdaq”) on February 22, 2022 (such date being within five business days of the date that this Registration Statement was filed with the U.S. Securities and Exchange Commission (the “SEC”).

- (5) Pursuant to Rule 457(c) and 457(h) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is \$3.11, which is 85% of the average of the high and low prices of shares of Common Stock on Nasdaq on February 22, 2022 (such date being within five business days of the date that this Registration Statement was filed with the SEC). Pursuant to the 2021 ESPP, the purchase price of the shares of common stock reserved for issuance thereunder will be 85% of the lower of the fair market value of the common stock on (i) the first trading day of the offering period or (ii) the exercise date.
- (6) The Registrant does not have any fee offsets.



Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304-1050
o: 650.493.9300
f: 650.493.6811

February 24, 2022

Nautilus Biotechnology, Inc.
2701 Eastlake Avenue East
Seattle, Washington 98102

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Nautilus Biotechnology, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 7,458,184 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share ("Common Stock"), consisting of (i) 6,215,154 shares of Common Stock reserved for future issuance under the Company's 2021 Equity Incentive Plan and (ii) 1,243,030 shares of Common Stock reserved for issuance under the Company's 2021 Employee Stock Purchase Plan. As the Company's legal counsel, we have reviewed the actions proposed to be taken by the Company in connection with the issuance and sale of the Shares to be issued under such plans (which plans are referred to herein as the "Plans").

It is our opinion that the Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

WILSON SONSINI
GOODRICH & ROSATI,

Professional Corporation

/s/ Wilson Sonsini Goodrich &
Rosati, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Nautilus Biotechnology, Inc. of our report dated February 24, 2022 relating to the financial statements, which appears in Nautilus Biotechnology, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP

Seattle, Washington
February 24, 2022