

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>Godwin Mary E.</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>07/01/2022</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Senior VP, Operations</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)		
<u>C/O NAUTILUS BIOTECHNOLOGY, INC. 2701 EASTLAKE AVE. EAST</u>						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		
(Street)								
<u>SEATTLE</u>	<u>WA</u>	<u>98102</u>						
(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)
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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			
<u>Stock Option (Right to Buy)</u>	<u>(1)</u>	<u>01/30/2030</u>	<u>Common Stock</u>	<u>435,368</u>	<u>0.46</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>02/25/2032</u>	<u>Common Stock</u>	<u>160,000</u>	<u>3.78</u>	<u>D</u>	

Explanation of Responses:

1. Subject to reporting person's continuous status as a "Service Provider" (as defined in the Nautilus Subsidiary, Inc. 2017 Equity Incentive Plan) through each vesting date, twenty-five percent (25%) of the shares subject to the Option shall vest on the one (1) year anniversary of the Vesting Commencement Date (as defined below), and one thirty-sixth (1/36th) of the remaining shares subject to the Option shall vest each month thereafter on the same day of the month as the Vesting Commencement Date (and if there is no corresponding day, on the last day of the month). The Vesting Commencement date is January 21, 2020.

2. Subject to reporting person's continuous status as a "Service Provider" (as defined in the the Issuer's 2021 Equity Incentive Plan) through each vesting date, twenty-five percent (25%) of the shares subject to the Option shall vest on the one (1) year anniversary of the Vesting Commencement Date (as defined below), and one thirty-sixth (1/36th) of the remaining shares subject to the Option shall vest each month thereafter on the same day of the month as the Vesting Commencement Date (and if there is no corresponding day, on the last day of the month). The Vesting Commencement Date is February 25, 2022.

Remarks:

/s/ Matthew B. Murphy, as Attorney-in-Fact 07/01/2022

** 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 dete

2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national assoc:

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 unde

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

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of June, 2022.

Signature: /s/ Mary E. Godwin

Print Name: Mary E. Godwin