

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>McIlwain Matthew S</u> (Last) (First) (Middle) C/O MADRONA VENTURE GROUP 999 THIRD AVENUE, 34TH FLOOR (Street) SEATTLE WA 98104 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nautilus Biotechnology, Inc. [NAUT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/24/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/24/2021		P		13,568	A	\$7.6849 ⁽¹⁾	335,673	D	
Common Stock	08/25/2021		P		11,693	A	\$7.7361 ⁽²⁾	347,366	D	
Common Stock	08/26/2021		P		11,709	A	\$7.7132 ⁽³⁾	359,075	D	
Common Stock								5,798,394	I	By Madrona Venture Fund VI, LP ⁽⁴⁾
Common Stock								222,376	I	By Madrona Venture Fund VI-A, LP ⁽⁵⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- The price reported for this transaction is a weighted-average price. The shares were sold in multiple transactions ranging from \$7.56 to \$7.75, inclusive. The reporting person undertakes to provide to Nautilus Biotechnology, Inc., any security holder of Nautilus Biotechnology, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in any footnotes to this Form 4.
- The price reported for this transaction is a weighted-average price. The shares were sold in multiple transactions ranging from \$7.69 to \$7.75, inclusive. The reporting person undertakes to provide to Nautilus Biotechnology, Inc., any security holder of Nautilus Biotechnology, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in any footnotes to this Form 4.
- The price reported for this transaction is a weighted-average price. The shares were sold in multiple transactions ranging from \$7.67 to \$7.75, inclusive. The reporting person undertakes to provide to Nautilus Biotechnology, Inc., any security holder of Nautilus Biotechnology, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in any footnotes to this Form 4.
- 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.

/s/ Matt McIlwain 08/26/2021

** 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 4 (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.