

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>NanoDimension III, L.P.</u>  (Last) (First) (Middle) GOVERNOR'S SQUARE, UNIT 3-213-6 23 LIME TREE BAY AVE  (Street) GRAND CAYMAN E9 KY1-1302  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Icosavax, Inc. [ ICVX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <b>Former 10% Owner</b>
	3. Date of Earliest Transaction (Month/Day/Year) 08/02/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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	08/02/2021		C		2,749,995 <sup>(1)</sup>	A	\$0.00 <sup>(2)</sup>	2,749,995	D <sup>(3)</sup>	
Common Stock	08/02/2021		p <sup>(4)</sup>		133,334	A	\$15	2,883,329	D <sup>(3)</sup>	

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	Title	Amount or Number of Shares				
Series A-1 Preferred Stock	\$0.00	08/02/2021		C		10,400,415		(2)	(2)	Common Stock	2,502,686	(2)	0	I	See footnote <sup>(3)</sup>
Series B-1 Preferred Stock	\$0.00	08/02/2021		C		1,027,741		(2)	(2)	Common Stock	247,308	(2)	0	I	See footnote <sup>(3)</sup>

1. Name and Address of Reporting Person\*  
NanoDimension III, L.P.  
 (Last) (First) (Middle)  
 GOVERNOR'S SQUARE, UNIT 3-213-6  
 23 LIME TREE BAY AVE  
 (Street)  
 GRAND CAYMAN E9 KY1-1302  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NanoDimension III Management Ltd  
 (Last) (First) (Middle)  
 GOVERNOR'S SQUARE, UNIT 3-213-6  
 23 LIME TREE BAY AVE  
 (Street)  
 GRAND CAYMAN KY1-1302  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NanoDimension III GP Limited Partnership  
 (Last) (First) (Middle)  
 GOVERNOR'S SQUARE, UNIT 3-213-6  
 23 LIME TREE BAY AVE

(Street)		
GRAND CAYMAN		KY1-1302
_____		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Nicholson Jonathan</a>		
_____		
(Last)	(First)	(Middle)
C/O NANODIMENSION III MANAGEMENT LTD		
GOVERNOR'S SQ UNIT 3-213-6, 23 LIME TREE		
_____		
(Street)		
GRAND CAYMAN		KY1-1302
_____		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Includes an additional share of Common Stock as a result of the conversion of Preferred Stock calculated on an aggregate basis of all shares of Preferred Stock held by the holder.
2. On August 2, 2021, the shares of Series A-1 Preferred Stock and Series B-1 Preferred Stock converted into shares of the Issuer's common stock at a ratio of 4.1557-for-1 automatically upon the closing of the Issuer's initial public offering without payment or further consideration. The shares have no expiration date. As a result of the Issuer's initial public offering, the reporting person is no longer a 10% owner of the Issuer and is therefore no longer subject to Section 16 in connection with its transactions in the equity securities of the Issuer.
3. NanoDimension III GP Limited Partnership ("ND III GP") is the general partner of NanoDimension III, L.P. ("ND III LP"). NanoDimension III Management Limited ("ND Management") is the general partner of ND III GP, and possesses the power to direct the voting and disposition of the shares owned by ND III LP and may be deemed to have indirect beneficial ownership of the shares held by ND III LP. Jonathan Nicholson and Richard Coles are the members of the board of directors of ND Management and share voting and dispositive power over the shares held by ND III LP. Each reporting person disclaims beneficial ownership of the securities reported herein, except to the extent of his or its respective pecuniary interest therein.
4. ND III LP acquired additional shares in the Issuer's initial public offering.

**Remarks:**

[NanoDimension III, L.P., By:](#)  
[NanoDimension III GP Limited](#)  
[Partnership, its general partner,](#)  
[By: NanoDimension III](#) 08/04/2021  
[Management Limited, its general](#)  
[partner, By: /s/ Thomas Russo,](#)  
[Attorney-in-Fact](#)  
[NanoDimension III GP Limited](#)  
[Partnership, By: NanoDimension](#)  
[III Management Limited, its](#) 08/04/2021  
[general partner, By: /s/ Thomas](#)  
[Russo, Attorney-in-Fact](#)  
[NanoDimension III Management](#)  
[Limited, By: /s/ Thomas Russo,](#) 08/04/2021  
[Attorney-in-Fact](#)  
[Jonathan Nicholson, By: /s/](#)  
[Thomas Russo, Attorney-in-Fact](#) 08/04/2021  
 \*\* 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.**