

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

NAUTICUS ROBOTICS, INC.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

63911H108

(CUSIP Number)

Kenneth J. DiPoto
c/o Material Impact, 131 Dartmouth Street, Floor 3
Boston, MA, 02116
978-245-2248

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

04/15/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 63911H108

1	Name of reporting person Material Impact Partners II, LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 6,987,630.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 6,987,630.00
11	Aggregate amount beneficially owned by each reporting person 6,987,630.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 16.6 %	
14	Type of Reporting Person (See Instructions) OO	

Comment for Type of Reporting Person:

Consists of (i) 69,829 shares of Common Stock held of record by MIF II (as defined in Item 2(a) of the Original Schedule 13D), (ii) 106,194 shares of Common Stock issuable upon exercise of the Private Warrants (as defined in the Original Schedule 13D), (iii) 1,497,537 shares of Common Stock issuable upon conversion of the January 2024 Term Loans (as defined in the Original Schedule 13D) as of April 15, 2025, (iv) 10,894 shares of Common Stock issuable upon conversion of the September 2023 Term Loans (as defined in the Original Schedule 13D) as of April 15, 2025, and (v) 5,303,176 shares of Common Stock underlying the Series A Preferred Stock (as defined in the Original Schedule 13D). Excludes 13,873 Earn-Out Shares (as defined in the Original Schedule 13D) to be released upon the occurrence of a Triggering Event (as defined in the Original Schedule 13D). MIP II (as defined in Item 3 of the Original Schedule 13D) is the sole general partner of MIF II and may be deemed to have voting, investment and dispositive power with respect to these securities. Adam Sharkawy, a member of the Issuer's board of directors, and Carmichael Roberts are the managing members of MIP II and may be deemed to share voting, investment and dispositive power with respect to these securities.

Percentage based on 35,154,439 shares of Common Stock outstanding as of April 15, 2025, as reported on the Issuer's Form 10-K filed with the SEC (as defined in the Original 13D) on April 15, 2025 (the Form 10-K), plus (i) 106,194 shares of Common Stock issuable upon exercise of the Private Warrants, (ii) 1,497,537 shares of Common Stock issuable upon conversion of the January 2024 Term Loans as of April 15, 2025, (iii) 10,894 shares issuable upon the conversion of the September 2023 Term Loans as of April 15, 2025 and (iv) 5,303,176 shares of Common Stock underlying the Series A Preferred Stock.

SCHEDULE 13D

CUSIP No.	63911H108
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1	Name of reporting person Material Impact Fund II, L.P.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only

4	Source of funds (See Instructions) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 6,987,630.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 6,987,630.00
11	Aggregate amount beneficially owned by each reporting person 6,987,630.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 16.6 %	
14	Type of Reporting Person (See Instructions) PN	

Comment for Type of Reporting Person:

Consists of (i) 69,829 shares of Common Stock held of record by MIF II, (ii) 106,194 shares of Common Stock issuable upon exercise of the Private Warrants, (iii) 1,497,537 shares of Common Stock issuable upon conversion of the January 2024 Term Loans as of April 15, 2025, (iv) 10,894 shares of Common Stock issuable upon conversion of the September 2023 Term Loans as of April 15, 2025, and (v) 5,303,176 shares of Common Stock underlying the Series A Preferred Stock. Excludes 13,873 Earn-Out Shares to be released upon the occurrence of a Triggering Event. MIP II is the sole general partner of MIF II and may be deemed to have voting, investment and dispositive power with respect to these securities. Adam Sharkawy, a member of the Issuer's board of directors, and Carmichael Roberts are the managing members of MIP II and may be deemed to share voting, investment and dispositive power with respect to these securities.

Percentage based on 35,154,439 shares of Common Stock outstanding as of April 14, 2025, as reported on the Form 10-K, plus (i) 106,194 shares of Common Stock issuable upon exercise of the Private Warrants, (ii) 1,497,537 shares of Common Stock issuable upon conversion of the January 2024 Term Loans as of April 15, 2025, (iii) 10,894 shares issuable upon the conversion of the September 2023 Term Loans as of April 15, 2025 and (iv) 5,303,176 shares of Common Stock underlying the Series A Preferred Stock.

SCHEDULE 13D

CUSIP No.	63911H108
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1	Name of reporting person Adam Sharkawy
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only

4	Source of funds (See Instructions) AF	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 2,139.00
	8	Shared Voting Power 6,987,630.00
	9	Sole Dispositive Power 2,139.00
	10	Shared Dispositive Power 6,987,630.00
11	Aggregate amount beneficially owned by each reporting person 6,989,769.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 16.6 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person:

Shares of Common Stock reported in Items 7 and 9 are held by Adam Sharkawy individually.

Shares reported in Items 8 and 10 consist of (i) 69,829 shares of Common Stock held of record by MIF II, (ii) 106,194 shares of Common Stock issuable upon exercise of the Private Warrants, (iii) 1,497,537 shares of Common Stock issuable upon conversion of the January 2024 Term Loans as of April 15, 2025, (iv) 10,894 shares of Common Stock issuable upon conversion of the September 2023 Term Loans as of April 15, 2025, and (v) 5,303,176 shares of Common Stock underlying the Series A Preferred Stock. Excludes 13,873 Earn-Out Shares to be released upon the occurrence of a Triggering Event. MIP II is the sole general partner of MIF II and may be deemed to have voting, investment and dispositive power with respect to these securities. Adam Sharkawy, a member of the Issuer's board of directors, and Carmichael Roberts are the managing members of MIP II and may be deemed to share voting, investment and dispositive power with respect to these securities.

Percentage based on 35,154,439 shares of Common Stock outstanding as of April 14, 2025, as reported on the Form 10-K, plus (i) 106,194 shares of Common Stock issuable upon exercise of the Private Warrants, (ii) 1,497,537 shares of Common Stock issuable upon conversion of the January 2024 Term Loans as of April 15, 2025, (iii) 10,894 shares issuable upon the conversion of the September 2023 Term Loans as of April 15, 2025 and (iv) 5,303,176 shares of Common Stock underlying the Series A Preferred Stock.

SCHEDULE 13D

CUSIP No.	63911H108
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1	Name of reporting person Carmichael Roberts
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)

3	SEC use only	
4	Source of funds (See Instructions) AF	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 6,987,630.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 6,987,630.00
11	Aggregate amount beneficially owned by each reporting person 6,987,630.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 16.6 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person:

Consists of (i) 69,829 shares of Common Stock held of record by MIF II, (ii) 106,194 shares of Common Stock issuable upon exercise of the Private Warrants, (iii) 1,497,537 shares of Common Stock issuable upon conversion of the January 2024 Term Loans as of April 15, 2025, (iv) 10,894 shares of Common Stock issuable upon conversion of the September 2023 Term Loans as of April 15, 2025, and (v) 5,303,176 shares of Common Stock underlying the Series A Preferred Stock. Excludes 13,873 Earn-Out Shares to be released upon the occurrence of a Triggering Event. MIP II is the sole general partner of MIF II and may be deemed to have voting, investment and dispositive power with respect to these securities. Adam Sharkawy, a member of the Issuer's board of directors, and Carmichael Roberts are the managing members of MIP II and may be deemed to share voting, investment and dispositive power with respect to these securities.

Percentage based on 35,154,439 shares of Common Stock outstanding as of April 14, 2025, as reported on the Form 10-K, plus (i) 106,194 shares of Common Stock issuable upon exercise of the Private Warrants, (ii) 1,497,537 shares of Common Stock issuable upon conversion of the January 2024 Term Loans as of April 15, 2025, (iii) 10,894 shares issuable upon the conversion of the September 2023 Term Loans as of April 15, 2025 and (iv) 5,303,176 shares of Common Stock underlying the Series A Preferred Stock.

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, \$0.0001 par value per share

(b) Name of Issuer:

NAUTICUS ROBOTICS, INC.

(c) Address of Issuer's Principal Executive Offices:

17146 Feathercraft Lane, Suite 450, Webster, TEXAS , 77598.

Item 1 Comment:

Explanatory Note: This Amendment No. 3 (the Amendment) amends and supplements the Schedule 13D originally filed by the Reporting Persons with the Commission on September 19, 2022, as amended by Amendment No. 1 filed with the Commission on February 8, 2023 and by Amendment No. 2 filed with the Commission on February 25, 2025 (collectively, the Original Schedule 13D). This Amendment No. 3 is being filed to increase the aggregate number of shares of the Issuer's Common Stock owned by the Reporting Persons due to the increase in shares of the Issuer's Common Stock issuable to MIF II upon conversion of each of the September 2023, January 2024 Term Loans and Series A Preferred Stock due to interest accrued thereon and the aggregate percentage of the Issuer's Common Stock owned by the Reporting Persons to reflect the foregoing, as well as dilution caused by, among other things, the Issuer's sales of additional shares of its Common Stock from time to time since the date of the filing of the Original Schedule 13D and not in connection with a disposition of any shares by the Reporting Persons. Such dilution resulted in a decrease of over one percent (1%) in the aggregate percentage ownership reported by the Reporting Persons in the Original Schedule 13D. Only those items that are hereby reported are amended; all other items reported in the Original Schedule 13D remain unchanged. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Capitalized terms not defined in this Amendment have the meanings ascribed to them in the Original Schedule 13D.

Item 2. Identity and Background

- (a) The information set forth in Item 2(a) of the Original Schedule 13D is incorporated herein by reference.
- (b) The information set forth in Item 2(b) of the Original Schedule 13D is incorporated herein by reference.
- (c) The information set forth in Item 2(c) of the Original Schedule 13D is incorporated herein by reference.
- (d) The information set forth in Item 2(d) of the Original Schedule 13D is incorporated herein by reference.
- (e) The information set forth in Item 2(e) of the Original Schedule 13D is incorporated herein by reference.
- (f) The information set forth in Item 2(f) of the Original Schedule 13D is incorporated herein by reference.

Item 3. Source and Amount of Funds or Other Consideration

The information set forth in Item 3 of the Original Schedule 13D is incorporated herein by reference.

Item 4. Purpose of Transaction

The information set forth in Item 4 of the Original Schedule 13D is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

- (a) See Items 7-11 of the cover pages of this Statement and Item 2 above.
- (b) See Items 7-11 of the cover pages of this Statement and Item 2 above.
- (c) Except as reported in this Statement, none of the Reporting Persons has effected any transactions in the Issuer's securities within the past 60 days.
- (d) Under certain circumstances set forth in the limited partnership agreement of MIF II, the general partner and limited partners of MIF II may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by MIF II.
- (e) Not applicable

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information set forth in Item 3 of the Original Schedule 13D is incorporated herein by reference.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Material Impact Partners II, LLC

Signature: /s/Carmichael Roberts
Name/Title: Carmichael Roberts, Managing Member
Date: 04/17/2025

Material Impact Fund II, L.P.

Signature: /s/Carmichael Roberts

Name/Title: Carmichael Roberts, Managing Member of Material
Impact Partners II, LLC, its General Partner

Date: 04/17/2025

Adam Sharkawy

Signature: /s/Adam Sharkawy

Name/Title: Adam Sharkawy

Date: 04/17/2025

Carmichael Roberts

Signature: /s/Carmichael Roberts

Name/Title: Carmichael Roberts

Date: 04/17/2025