

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

NAUTICUS ROBOTICS, INC.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

63911H306

(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)

12/12/2025

(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. 63911H306

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 11,030,848.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 11,030,848.00
11	Aggregate amount beneficially owned by each reporting person 11,030,848.00	
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) 44.6 %	
14	Type of Reporting Person (See Instructions) OO	

Comment for Type of Reporting Person:

Consists of (i) 7,760 shares of Common Stock held of record by MIF II (as defined in Item 2(a) of the Original Schedule 13D), (ii) 11,800 shares of Common Stock issuable upon exercise of the Private Warrants (as defined in the Original Schedule 13D), (iii) 183,758 shares of Common Stock issuable upon conversion of the January 2024 Term Loans (as defined in the Original Schedule 13D) as of December 15, 2025, (iv) 1,298 shares of Common Stock issuable upon conversion of the September 2023 Term Loans (as defined in the Original Schedule 13D) as of December 15, 2025 (assuming conversion at the September 2023 Term Loan Conversion Price (as defined in the Original Schedule 13D)), (v) 10,788,286 shares of Common Stock underlying the Series A Preferred Stock (as defined in the Original Schedule 13D) (assuming a conversion at the conversion price of \$0.5942 (the "Conversion Price")), and (vi) 37,946 shares of Common Stock underlying the dividends accrued for the Series A Preferred Stock. See Item 5(a) below for additional information regarding conversion of the September 2023 Term Loans and Series A Preferred Stock. Excludes 1,541 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 13,729,609 shares of Common Stock outstanding as of December 3, 2025 as provided by the Issuer, plus (i) 11,800 shares of Common Stock issuable upon exercise of the Private Warrants, (ii) 183,758 shares of Common Stock issuable upon conversion of the January 2024 Term Loans as of December 15, 2025, (iii) 1,298 shares issuable upon the conversion of the September 2023 Term Loans as of December 15, 2025 (assuming conversion at the September 2023 Term Loan Conversion Price), (iv) 10,788,286 shares of Common Stock underlying the Series A Preferred Stock (assuming a conversion at the Conversion Price), and (v) 37,946 shares of Common Stock underlying the dividends accrued for the Series A Preferred Stock.

SCHEDULE 13D

CUSIP No.

63911H306

1	Name of reporting person Material Impact Fund II, L.P.
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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 11,030,848.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 11,030,848.00
11	Aggregate amount beneficially owned by each reporting person 11,030,848.00	
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) 44.6 %	
14	Type of Reporting Person (See Instructions) PN	

Comment for Type of Reporting Person:

Consists of (i) 7,760 shares of Common Stock held of record by MIF II, (ii) 11,800 shares of Common Stock issuable upon exercise of the Private Warrants, (iii) 183,758 shares of Common Stock issuable upon conversion of the January 2024 Term Loans as of December 15, 2025, (iv) 1,298 shares of Common Stock issuable upon conversion of the September 2023 Term Loans as of December 15, 2025 (assuming conversion at the September 2023 Term Loan Conversion Price), (v) 10,788,286 shares of Common Stock underlying the Series A Preferred Stock (assuming a conversion at the Conversion Price), and (vi) 37,946 shares of Common Stock underlying the dividends accrued for the Series A Preferred Stock. See Item 5(a) below for additional information regarding conversion of the September 2023 Term Loans and Series A Preferred Stock. Excludes 1,541 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 13,729,609 shares of Common Stock outstanding as of December 3, 2025 as provided by the Issuer, plus (i) 11,800 shares of Common Stock issuable upon exercise of the Private Warrants, (ii) 183,758 shares of Common Stock issuable upon conversion of the January 2024 Term Loans as of December 15, 2025, (iii) 1,298 shares issuable upon the conversion of the September 2023 Term Loans as of December 15, 2025 (assuming conversion at the September 2023 Term Loan Conversion Price), (iv) 10,788,286 shares of Common Stock underlying the Series A Preferred Stock (assuming a conversion at the Conversion Price), and (v) 37,946 shares of Common Stock underlying the dividends accrued for the Series A Preferred Stock.

SCHEDULE 13D

CUSIP No.

63911H306

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 3,048.00
	8	Shared Voting Power 11,030,848.00
	9	Sole Dispositive Power 3,048.00
	10	Shared Dispositive Power 11,030,848.00
11	Aggregate amount beneficially owned by each reporting person 11,033,896.00	
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) 44.6 %	
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) 7,760 shares of Common Stock held of record by MIF II, (ii) 11,800 shares of Common Stock issuable upon exercise of the Private Warrants, (iii) 183,758 shares of Common Stock issuable upon conversion of the January 2024 Term Loans as of December 15, 2025, (iv) 1,298 shares of Common Stock issuable upon conversion of the September 2023 Term Loans as of December 15, 2025 (assuming conversion at the September 2023 Term Loan Conversion Price), (v) 10,788,286 shares of Common Stock underlying the Series A Preferred Stock (assuming a conversion at the Conversion Price of \$0.5942), and (vi) 37,946 shares of Common Stock underlying the dividends accrued for the Series A Preferred Stock. See Item 5(a) below for additional information regarding conversion of the September 2023 Term Loans and Series A Preferred Stock. Excludes 1,541 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 13,729,609 shares of Common Stock outstanding as of December 3, 2025 as provided by the Issuer, plus (i) 11,800 shares of Common Stock issuable upon exercise of the Private Warrants, (ii) 183,758 shares of Common Stock issuable upon conversion of the January 2024 Term Loans as of December 15, 2025, (iii) 1,298 shares issuable upon the conversion of the September 2023 Term Loans as of December 15, 2025 (assuming conversion at the September 2023 Term Loan Conversion Price), (iv) 10,788,286 shares of Common Stock underlying the Series A Preferred Stock (assuming a conversion at the Conversion Price), and (v) 37,946 shares of Common Stock underlying the dividends accrued for the Series A

SCHEDULE 13D

CUSIP No.

63911H306

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 11,030,848.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 11,030,848.00
11	Aggregate amount beneficially owned by each reporting person 11,030,848.00	
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) 44.6 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person:

Consists of (i) 7,760 shares of Common Stock held of record by MIF II, (ii) 11,800 shares of Common Stock issuable upon exercise of the Private Warrants, (iii) 183,758 shares of Common Stock issuable upon conversion of the January 2024 Term Loans as of December 15, 2025, (iv) 1,298 shares of Common Stock issuable upon conversion of the September 2023 Term Loans as of December 15, 2025 (assuming conversion at the September 2023 Term Loan Conversion Price), (v) 10,788,286 shares of Common Stock underlying the Series A Preferred Stock (assuming a conversion at the Conversion Price of \$0.5942), and (vi) 37,946 shares of Common Stock underlying the dividends accrued for the Series A Preferred Stock. See Item 5(a) below for additional information regarding conversion of the September 2023 Term Loans and Series A Preferred Stock. Excludes 1,541 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 13,729,609 shares of Common Stock outstanding as of December 3, 2025 as provided by the Issuer, plus (i) 11,800 shares of Common Stock issuable upon exercise of the Private Warrants, (ii) 183,758 shares of Common Stock

issuable upon conversion of the January 2024 Term Loans as of December 15, 2025, (iii) 1,298 shares issuable upon the conversion of the September 2023 Term Loans as of December 15, 2025 (assuming conversion at the September 2023 Term Loan Conversion Price), (iv) 10,788,286 shares of Common Stock underlying the Series A Preferred Stock (assuming a conversion at the Conversion Price), and (v) 37,946 shares of Common Stock underlying the dividends accrued for 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. 5 (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, by Amendment No. 2 filed with the Commission on February 25, 2025 and by Amendment No. 3 filed with the Commission on April 17, 2025 and by Amendment No. 4 filed with the Commission on October 28, 2025 (collectively, the Original Schedule 13D). This Amendment is being filed to reflect the Reporting Persons' holdings and percentage ownership following the adjustment of the Series A conversion price since the prior amendment. The Series A conversion price was reduced as a result of the Issuer issuing shares of Series C preferred convertible stock to certain institutional investors. Such events have resulted in a material change in the aggregate percentage ownership reported by the Reporting Persons in the Original Schedule 13D. The Reporting Persons have not purchased or sold any shares of Common Stock since the filing of Amendment No. 4. 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 hereby amended by adding the following as the last paragraphs thereof.

On December 12, 2025, the Issuer notified the Reporting Persons of an adjustment to the Conversion Price (as defined in Item 5 below), which resulted in an increase in the aggregate ownership of the Reporting Persons.

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.

The Series A Preferred Stock is convertible into shares of Common Stock at the "Alternate Conversion Price" equal to the lesser of: (a) the Conversion Price, which is \$0.5942; and (b) the greater of (i) the floor price, which is \$2.214 and (ii) 98% of the lowest volume weighted average price of the Common Stock during the 10 consecutive trading days immediately prior to such conversion ("VWAP Price"). The number of shares of Common Stock underlying the Series A Preferred Stock held by the Reporting Person set forth on the cover pages of this Statement assumes that the Series A Preferred Stock is converted at the Conversion Price, which is the Applicable Conversion Price as of December 16, 2025.

- (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 this Statement 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 of Material Impact Partners II, LLC, its General Partner

Date: 12/16/2025

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: 12/16/2025

Adam Sharkawy

Signature: /s/ Adam Sharkawy

Name/Title: Adam Sharkawy

Date: 12/16/2025

Carmichael Roberts

Signature: /s/ Carmichael Roberts

Name/Title: Carmichael Roberts

Date: 12/16/2025