

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 6
to
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CLEANTECH ACQUISITION CORP.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation organization)

6770
(Primary Standard Industrial
Classification Code Number)

207 West 25th Street, 9th Floor
New York, NY 10001
(212) 494-9005
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Eli Spiro
Chairman and Chief Executive Officer
CleanTech Acquisition Corp.
207 West 25th Floor, 9th Floor
New York, NY 10001
(212) 494-9005
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Mitchell S. Nussbaum
Giovanni Caruso
Jane Tam
Loeb & Loeb LLP
345 Park Avenue
New York, NY 10154
Telephone: (212) 407-4000

Michael Blankenship
Douglas C. Lionberger
Winston & Strawn LLP
800 Capitol Street, Suite 2400
Houston, TX 77002-2925
Telephone: (713) 651-2600

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement and the satisfaction or waiver of all other conditions under the Merger Agreement described herein.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4 (i) (Cross-Border Issuer Tender Offer)	<input type="checkbox"/>
Exchange Act Rule 14d-1 (d) (Cross-Border Third-Party Tender Offer)	<input type="checkbox"/>

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said

EXPLANATORY NOTE

CleanTech Acquisition Corp. is filing this Amendment No. 6 to its registration statement on Form S-4 (File No. 333-262431) (the "Registration Statement") as an exhibits-only filing. Accordingly, this amendment consists only of the facing page, this explanatory note, Item 21 of Part II of the Registration Statement, the signature page to the Registration Statement and the filed exhibits. The remainder of the Registration Statement is unchanged and has therefore been omitted.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 21. Exhibits and Financial Statement Schedules

Exhibit	Description	Incorporated by Reference			
		Schedule/ Form	File Number	Exhibits	Filing Date
2.1#	Merger Agreement dated as of December 16, 2021, by and among CleanTech Acquisition Corp., CleanTech Merger Sub, Inc., Nauticus Robotics, Inc., and Nicolaus Radford, as amended on January 30, 2021 (included as Annex A to this proxy statement/prospectus).	Form 8-K	001-40611	2.1	December 17, 2021
2.1.1	Amendment No. 2 to Merger Agreement dated June 6, 2022	Form 8-K	001-40611	2.1	June 6, 2022
3.1	Amended and Restated Certificate of Incorporation of CleanTech Acquisition Corp.	Form 8-K	001-40611	3.1	July 21, 2021
3.2	Form of Second Amended and Restated Certificate of Incorporation of CLAQ (included as Annex B to this proxy statement/prospectus).				
3.3	Bylaws of CleanTech Acquisition Corp.	Form S-1/A	333-256578	3.3	July 6, 2021
3.4	Form of Amended and Restated Bylaws of CleanTech Acquisition Corp. (included as Annex C to this proxy statement/prospectus).				
4.1	Specimen Unit Certificate of CleanTech Acquisition Corp.	Form S-1/A	333-256578	4.1	July 6, 2021
4.2	Specimen Common Stock Certificate of CleanTech Acquisition Corp.	Form S-1/A	333-256578	4.2	July 6, 2021
4.3	Specimen Warrant Certificate of CleanTech Acquisition Corp.	Form S-1/A	333-256578	4.3	July 6, 2021
4.4	Warrant Agreement, dated March 10, 2021, by and between Continental Stock Transfer & Trust Company and CleanTech Acquisition Corp.	Form 8-K	001-40611	4.1	July 21, 2021
4.5	Rights Agreement, dated July 14, 2021, by and between Continental Stock Transfer & Trust Company and CleanTech Acquisition Corp.	Form 8-K	001-40611	4.2	July 21, 2021
4.6	Form of 5% Original Issue Discount Senior Secured Debenture to be issued pursuant to the Securities Purchase Agreement dated December 16, 2021	Form S-4 Am. No. 4	333-262431	4.6	June 16, 2022
4.7	Form of Warrants to be issued pursuant to the Securities Purchase Agreement dated December 16, 2021	Form S-4 Am. No. 4	333-262431	4.7	June 16, 2022
5.1+	Opinion of Loeb & Loeb LLP regarding the validity of the securities.				
8.1	Tax Opinion of Winston & Strawn LLP				
10.1	Letter Agreement, dated July 14, 2021, by CleanTech Acquisition Corp.'s officers and directors.	Form 8-K	001-40611	10.1	July 21, 2021
10.2	Letter Agreement, dated July 14, 2021, by CleanTech Sponsor, LLC and CleanTech Investments, LLC.	Form 8-K	001-40611	10.2	July 21, 2021
10.3	Investment Management Trust Agreement, dated July 14, 2021, by and between Continental Stock Transfer & Trust Company and CleanTech Acquisition Corp.	Form 8-K	001-40611	10.3	July 21, 2021
10.4	Escrow Agreement, dated July 14, 2021, by and among CleanTech Acquisition Corp., Continental Stock Transfer & Trust Company and each of the initial stockholders.	Form 8-K	001-40611	10.4	July 21, 2021
10.5	Registration Rights Agreement, dated July 14, 2021, by and among CleanTech Acquisition Corp., and the initial stockholders.	Form 8-K	001-40611	10.5	July 21, 2021
10.6	Indemnity Agreements dated July 14, 2021 by and between CleanTech Acquisition Corp. and its directors and officers.	Form 8-K	001-40611	10.6	July 21, 2021
10.7	Subscription Agreement, dated July 14, 2021, by and between CleanTech Acquisition Corp., CleanTech Sponsor, LLC and CleanTech Investments, LLC.	Form 8-K	001-40611	10.7	July 21, 2021
10.8	Business Combination Marketing Agreement, dated July 14, 2021, by and between CleanTech Acquisition Corp. and Chardan Capital Markets, LLC.	Form 8-K	001-40611	10.8	July 21, 2021

Exhibit	Description	Schedule/ Form	File Number	Exhibits	Filing Date
10.9	Administrative Services Agreement, dated July 14, 2021, by and between CleanTech Acquisition Corp. and Chardan Capital Markets, LLC.	Form 8-K	001-40611	10.9	July 21, 2021
10.9*	Form of 2022 Nauticus Robotics, Inc. Incentive Award Plan (included as Annex D to this proxy statement/prospectus).				
10.10	Financial Advisory Agreement by and between CleanTech Acquisition Corp. and Chardan Capital Markets, LLC dated December 14, 2021.	Form S-4 Am. No. 1	333-262431	10.10	March 31, 2022
10.11	Support Agreement by and among CleanTech Acquisition Corp., CleanTech Sponsor I LLC, CleanTech Investments, LLC and Nauticus Robotics, Inc.	Form 8-K	001-40611	10.1	December 17, 2021
10.12	Support Agreement by and among CleanTech Acquisition Corp., Nauticus Robotics, Inc. and certain shareholders of Nauticus Robotics, Inc.	Form 8-K	001-40611	10.2	December 17, 2021
10.13	Form of Subscription Agreement for certain investors	Form 8-K	001-40611	10.3	December 17, 2021
10.14	Securities Purchase Agreement by and among CleanTech Acquisition Corp., Nauticus Robotics, Inc. and certain investors named therein.	Form 8-K	001-40611	10.4	December 17, 2021
10.14.1	Agreement among CleanTech Acquisition Corp., Nauticus Robotics, Inc. and ATW Partners Opportunities Management, LLC dated January 31, 2022	Form S-4 Am. No. 1	333-262431	10.14.1	March 31, 2022
10.14.2	Letter Agreement between ATW Special Situations I LLC and Material Impact Fund II, L.P. dated December 15, 2021	Form S-4 Am. No. 3	333-262431	10.14.2	May 23, 2022
10.15	Form of Nauticus Robotics, Inc. Stockholder Lock-up Agreement (included as Exhibit H-1 to Exhibit 2.1 hereto)	Form 8-K	001-40611	10.5	December 17, 2021
10.16	Form of Lock-up Agreement for certain holders of Nauticus Robotics, Inc. (f/k/a CleanTech Acquisition Corp.) (included as Exhibit H-2 to the Exhibit 2.1 hereto)	Form 8-K	001-40611	10.6	December 17, 2021
10.17	Form of Amended and Restated Registration Rights Agreement by and among CleanTech Acquisition Corp., Nauticus and certain stockholders.	Form 8-K	001-40611	10.7	December 17, 2021
10.18	Form of Director Nomination Agreement (included as Exhibit G to Exhibit 2.1 hereto).	Form 8-K	001-40611	10.8	December 17, 2021
10.19	Director Designation Agreement	Form 8-K	001-40611	10.9	December 17, 2021
10.20†	Battery Supplier Agreement, dated as of January 18, 2021.	Form S-4 Am. No. 4	333-262431	10.20	June 16, 2022
10.21†	Fabrication Agreement, dated as of January 17, 2022.	Form S-4 Am. No. 4	333-262431	10.21	June 16, 2022
10.22†	Construction Agreement, dated as of February 14, 2022.	Form S-4 Am. No. 4	333-262431	10.22	June 16, 2022
10.23†	Commercial Proposal, dated as of December 6, 2021.	Form S-4 Am. No. 4	333-262431	10.23	June 16, 2022
10.24†	Defense Innovation Unit Agreement, dated as of August 10, 2021.	Form S-4 Am. No. 4	333-262431	10.24	June 16, 2022
10.25†	Subcontract Agreement, dated as of August 10, 2021.	Form S-4 Am. No. 4	333-262431	10.25	June 16, 2022
10.26	Financial Advisory Agreement by and between Nauticus Robotics, Inc. and Cowen and Company, LLC dated March 23, 2022.	Form S-4 Am. No. 2	333-262431	10.26	April 27, 2022
10.27	Amended and Restated Financial Advisory Agreement by and between Nauticus Robotics, Inc. and Coastal Equities, Inc. dated April 25, 2022	Form S-4 Am. No. 2	333-262431	10.27	April 27, 2022
10.28	Financial Advisory Agreement by and between CleanTech Acquisition Corp. and Roth Capital Partners, LLC dated February 11, 2022	Form S-4 Am. No. 3	333-262431	10.28	May 23, 2022
10.29	Financial Advisory Agreement by and among CleanTech Acquisition Corp., Nauticus Robotics, Inc. and Lake Street Capital Markets dated February 28, 2022	Form S-4 Am. No. 3	333-262431	10.29	May 23, 2022

II-2

Exhibit	Description	Incorporated by Reference			
		Schedule/ Form	File Number	Exhibits	Filing Date
10.30†	Kongsberg Maritime AS Agreement, dated March 21, 2022	Form S-4 Am. No. 4	333-262431	10.30	June 16, 2022
10.31†	Collaboration Agreement, dated as of December 4, 2020	Form S-4 Am. No. 4	333-262431	10.31	June 16, 2022
10.32	Memorandum of Understanding, effective as of April 21, 2022	Form S-4 Am. No. 3	333-262431	10.32	May 23, 2022
21.1+	List of Subsidiaries.				
23.1**	Consent of WithumSmith+Brown, P.C., independent registered public accounting firm of CLAQ.				
23.2**	Consent of Whitley Penn, LLP, independent registered public accounting firm of Nauticus.				
23.3+	Consent of Loeb & Loeb LLP (included in Exhibit 5.1).				
24.1	Power of Attorney (included on signature page).	Form S-4	333-262431	24.1	January 31, 2022
99.1	Consent of Nicolaus Radford	Form S-4 Am. No. 4	333-262431	99.1	June 16, 2022
99.2	Consent of Mark Mey	Form S-4 Am. No. 4	333-262431	99.2	June 16, 2022
99.3	Consent of Lisa Porter	Form S-4 Am. No. 4	333-262431	99.3	June 16, 2022
99.4+	Consent of Jim Bellingham				
99.5	Consent of Adam Sharkawy	Form S-4 Am. No. 4	333-262431	99.5	June 16, 2022
99.6	Consent of John W. Gibson, Jr.	Form S-4 Am. No. 4	333-262431	99.6	June 16, 2022
99.7	Consent of Eli Spiro	Form S-4 Am. No. 4	333-262431	99.7	June 16, 2022
99.8	Consent of and Joseph W. Dyer	Form S-4 Am. No. 4	333-262431	99.8	June 16, 2022
99.9	Preliminary Proxy Card.	Form S-4 Am. No. 4	333-262431	99.9	June 16, 2022
99.10	Section 262 of the DGCL (included as Annex E to the proxy statement/prospectus)				

101.INS**	Inline XBRL Instance Document.				
101.CAL**	Inline XBRL Taxonomy Extension Calculation Linkbase Document.				
101.SCH**	Inline XBRL Taxonomy Extension Schema Document.				
101.DEF**	Inline XBRL Taxonomy Extension Definition Linkbase Document.				
101.LAB**	Inline XBRL Taxonomy Extension Labels Linkbase Document.				
101.PRE**	Inline XBRL Taxonomy Extension Presentation Linkbase Document.				
104**	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).				
107	Filing fee table	Form S-4 Am. No. 1	333-262431	107	March 31, 2022

* Indicates management contract or compensatory plan or arrangement.

** Previously filed with Amendment No. 5.

+ To be filed by amendment.

Certain of the exhibits and schedules to this Exhibit have been omitted in accordance with Regulation S-K Item 601. The Registrant agrees to furnish a copy of all omitted exhibits and schedules to the SEC upon its request.

† The Registrant has redacted provisions or terms of this Exhibit pursuant to Regulation S-K Item 601(b)(10)(iv). While portions of the Exhibits have been omitted, these Exhibits include a prominent statement on the first page of each redacted Exhibit that certain identified information has been excluded from the exhibit because it is both not material and is the type that you treat as private or confidential. The Registrant agrees to furnish an unredacted copy of the Exhibit to the SEC upon its request.

II-3

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this Amendment No. 6 to the Registration Statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, on the 5th day of July, 2022.

CLEANTECH ACQUISITION CORP.

By: /s/ Eli Spiro

Name: Eli Spiro

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 6 to the Registration Statement on Form S-4 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Eli Spiro</u> Eli Spiro	Chief Executive Officer (Principal Executive Officer)	July 5, 2022
* <u>Richard Fitzgerald</u>	Chief Financial Officer (Principal Financial and Accounting Officer)	July 5, 2022
* <u>Jon Najarian</u>	Chairman of the Board	July 5, 2022
* <u>Bill Richardson</u>	Vice Chairman of the Board	July 5, 2022
* <u>Louis Buffalino</u>	Director	July 5, 2022
* <u>Brendan Riley</u>	Director	July 5, 2022
* <u>Britt E. Ide</u>	Director	July 5, 2022
* <u>Jonas Grossman</u>	Director	July 5, 2022
* <u>Douglas Cole</u>	Director	July 5, 2022
* By: <u>/s/ Eli Spiro</u> Attorney-in-Fact		

II-4



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Nauticus Robotics, Inc.
17146 Feathercraft Lane, Suite 450
Webster, TX 77598

Ladies and Gentlemen:

In connection with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of December 16, 2021, as amended on January 30 and June 6, 2022, by and among CleanTech Acquisition Corp., a Delaware corporation ("CLAQ"), CleanTech Merger Sub, Inc., a Texas corporation, ("Merger Sub") and Nauticus Robotics, Inc., a Texas corporation (the "Company"), pursuant to which Merger Sub shall merge with and into the Company, with the Company continuing as the surviving corporation (the "Merger"), we have acted as special tax counsel to the Company in connection with the preparation and filing of the Registration Statement on Form S-4 (Registration Statement No. 333-256161), originally filed with the Securities and Exchange Commission (the "Commission") on January 31, 2022 (such Registration Statement, as amended or supplemented, is hereinafter referred to as the "Registration Statement"). Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the proxy statement/prospectus which forms a part of the Registration Statement.

In providing this opinion, we have assumed (without any independent investigation or review thereof) that:

a. All original documents submitted to us (including signatures thereto) are authentic, all documents submitted to us as copies conform to the original documents, all such documents have been duly and validly executed and delivered where due execution and delivery are a prerequisite to the effectiveness thereof, and all parties to such documents had or will have, as applicable, the requisite corporate powers and authority to enter into such documents and to undertake and consummate the Merger;

b. All factual representations, warranties, and statements made or agreed to by the parties to the Merger Agreement, the Subscription Agreements, the Support Agreements, and the other agreements referred to in each of the foregoing (collectively, the "Agreements") and, together with the Registration Statement, the "Documents"), and in the representation letters provided to us by CLAQ, Merger Sub and the Company, are true, correct, and complete as of the date hereof and will remain true, correct, and complete through the consummation of the Merger, in each case, without regard to any qualification as to knowledge, belief, materiality, or otherwise;

c. The descriptions of CLAQ and the Company in the Registration Statement and other public filings are true, accurate, and complete;

d. The aggregate value of any consideration paid to dissenting stockholders with respect to their Dissenting Shares (as defined in the Merger Agreement) shall not exceed 10% of the aggregate value of the consideration paid to all stockholders of the Company in connection with the Merger;



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e. The description of the Merger and other transactions related to the Merger (together, the "Transactions") in the Registration Statement is and will remain true, accurate, and complete, the Transactions will be consummated in accordance with such description and with the Merger Agreement and the other Agreements, without any waiver or breach of any material provision thereof, and the Transactions will be effective under applicable corporate law as described in the Merger Agreement and the other Agreements; and

f. The Documents represent the entire understanding of the parties with respect to the Transactions, there are no other written or oral agreements regarding the Transactions other than the Agreements, and none of the material terms and conditions thereof have been or will be waived or modified.

This opinion is based on current provisions of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), the U.S. Treasury Regulations promulgated thereunder, and the interpretation of the Code and such regulations by the courts and the U.S. Internal Revenue Service, in each case, as they are in effect and exist at the date of this opinion. It should be noted that statutes, regulations, judicial decisions, and administrative interpretations are subject to change at any time and, in some circumstances, with retroactive effect. Any change that is made after the date hereof in any of the foregoing bases for our opinion, or any inaccuracy in the facts or assumptions on which we have relied in issuing our opinion, could adversely affect our conclusion. We assume no responsibility to inform you of any such change or inaccuracy that may occur or come to our attention or to supplement or revise our opinion to reflect any legal developments or factual matters arising subsequent to the date hereof. No opinion is expressed as to any transactions in connection with the Merger or any matter, other than those specifically covered by this opinion. In particular, this opinion is limited solely to matters in the Registration Statement's discussion of the Merger, and does not address the U.S. federal income tax treatment of any other items described in the Registration Statement.

The U.S. federal income tax consequences of the Merger described in the Registration Statement are complex and are subject to varying interpretations. The conclusions reached in our opinion are based on our best judgment regarding application of the relevant legal authorities. Our opinion is not binding on the U.S. Internal Revenue Service or any court, and there can be no assurance or guarantee that either will agree with our conclusions. Indeed, the U.S. Internal Revenue Service may challenge one or more of the conclusions contained herein and the U.S. Internal Revenue Service may take a position that is inconsistent with the views expressed herein. There can be no assurance or guarantee that a court would, if presented with the issues addressed herein, reach the same or similar conclusions as we have reached; indeed, a court may reach a contrary conclusion on one or more issues.

Based upon and subject to the foregoing and the limitations and qualifications herein and in the Registration Statement, we hereby confirm that (i) the statements set forth in the Registration Statement under the caption "U.S. Federal Income Tax Considerations for Holders of Nauticus Common Stock," insofar as they are statements regarding U.S. federal income tax law and regulations and legal conclusions with respect thereto, constitute the opinion of Winston & Strawn LLP as to the material U.S. federal income tax consequences to Holders of Nauticus Common Stock that exchange, pursuant to the Merger, their Nauticus Common Stock for CLAQ Common Stock (including for this purpose the Earnout Shares), and (ii) it is our opinion that the Merger will be treated for U.S. federal income tax purposes as a "reorganization" within the meaning of Section 368(a) of the Code.

This opinion is furnished to you solely for use in connection with the Registration Statement. This opinion is based on facts and circumstances existing on the date hereof. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and also to the references to Winston & Strawn LLP in the Registration Statement. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the

rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Winston & Strawn LLP
