

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person * <u>Spiro Elliot</u> (Last) (First) (Middle) <u>17146 FEATHERCRAFT LANE</u> <u>SUITE 450</u> (Street) <u>WEBSTER TX 77598</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Nauticus Robotics, Inc. [KITT]</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) <u>09/09/2022</u> | |
| | 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 09/09/2022 | | A | | 2,595,000 ⁽¹⁾ | A | \$0 | 2,595,000 | I ⁽²⁾ | CleanTech Sponsor I LLC |

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 | | | | |
| Private Warrant | \$11.5 | 07/19/2021 | | P | | 4,333,333 | | 09/09/2022 | 07/14/2026 | Common Stock | 4,333,333 ⁽³⁾ | \$1 | 4,333,333 | I ⁽²⁾ | CleanTech Sponsor I LLC |
| Private Warrant | \$11.5 | 07/28/2021 | | P | | 450,000 | | 09/09/2022 | 07/14/2026 | Common Stock | 450,000 ⁽⁴⁾ | \$1 | 4,783,333 | I ⁽²⁾ | CleanTech Sponsor I LLC |

Explanation of Responses:

- The securities were acquired in connection with the business combination of CleanTech Acquisition Corp. ("CLAQ"), CleanTech Merger Sub, Inc., a wholly owned subsidiary of CLAQ, and Nauticus Robotics, Inc., dated December 16, 2021 and consummated on September 9, 2022.
- Shares held directly by CleanTech Sponsor I LLC. The Reporting Person, as the managing member of CleanTech Sponsor I LLC, may be deemed to share voting and dispositive power over the shares held by CleanTech Sponsor I LLC. The Reporting Person disclaims beneficial ownership of shares held by CleanTech Sponsor I LLC, except to the extent of any pecuniary interest therein.
- The securities were acquired in connection with the initial public offering of CLAQ on July 19, 2021.
- The securities were acquired in connection with the underwriter's non-concurrent exercise of its over-allotment option on July 28, 2021, in connection with the initial public offering of CLAQ on July 19, 2021.

/s/ Eli Spiro, by M. Dilshad Kasmani as Attorney-in-Fact 09/13/2022
 ** 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.