

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

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

1. Name and Address of Reporting Person * <u>Sharkawy Adam</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) <u>09/13/2022</u>	

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			

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					
Earn-Out Shares	\$0.00	09/09/2022		A		499,437		(1)	(1)	Common Stock	499,437		I ⁽²⁾	By Material Impact Fund II, L.P.

Explanation of Responses:

1. Reflects Earn-Out Shares issued 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. pursuant to the Merger Agreement dated December 16, 2021 and consummated on September 9, 2022 ("Merger Agreement"). Earn-Out Shares will be released as follows: (i) one-half will be released if, within a five-year period following the signing date of the Merger Agreement, the volume-weighted average price of the common stock equals or exceeds \$15.00 per share, over any 20 trading days within a 30-day trading period; (ii) one-quarter will be released if, within a five-year period following the signing date of the Merger Agreement, the volume-weighted average price of common stock equals or exceeds \$17.50 per share over any 20 trading days within a 30-day trading period; and (iii) one-quarter will be released if, within a five-year period following the signing date of the Merger Agreement, the volume-weighted average price of the common stock equals or exceeds \$20.00 per share over any 20 trading days within a 30-day trading period. Any shares not eligible to be released within five years of December 16, 2021, will be forfeited and canceled. This amendment is being filed to include the Earn-Out Shares that were inadvertently omitted from the original Form 4 filed by the Reporting Person on September 13, 2022.

2. Shares held by Material Impact Fund II, L.P. ("MIF II"). Material Impact Partners II, LLC ("MIP II") is the general partner of MIF II and may be deemed to have voting and investment power with respect to the securities held by MIF II. The Reporting Person, 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 and investment power with respect to the securities held by MIF II. Each of MIF II, MIP II, the Reporting Person and Mr. Roberts disclaim beneficial ownership of such shares and this report shall not be deemed an admission that any of them is the beneficial owner of such shares for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

/s/ Adam Sharkawy, by M. Dilshad Kasmani as Attorney-in-Fact 09/14/2022

** 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.