As filed with the Securities and Exchange Commission on July 2, 2026

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

NAUTICUS ROBOTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**87-1699753**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
17146 Feathercraft Lane, Suite 450 Webster, Texas	**77598**
(Address of Principal Executive Offices)	(Zip Code)

NAUTICUS ROBOTICS, INC. 2022 OMNIBUS INCENTIVE PLAN, AS AMENDED
(Full Title of the Plan)

Michael Ferrier
General Counsel
Nauticus Robotics, Inc.
17146 Feathercraft Lane, Suite 450
Webster, Texas 77598
(Name and Address of Agent for Service)

(281) 942-9069
(Telephone Number, including Area Code, of Agent for Service)

Copies to:

Robert C. Morris
Brandon T. Byrne
Norton Rose Fulbright US LLP
Norton Rose Fulbright Tower
1550 Lamar Street, Suite 2000
Houston, Texas 77010
(713) 651-8404

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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	☐	Accelerated Filer	☐
Non-Accelerated Filer	☒	Smaller Reporting Company	☒
		Emerging Growth Company	☒

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. ☒

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Nauticus Robotics, Inc. (the "Company") to register an aggregate amount of additional 603,764 shares of common stock, $0.0001 par value per share, of the Company (the "Common Stock") for issuance pursuant to the Nauticus Robotics, Inc. 2022 Omnibus Incentive Plan, as amended (the "Plan"). The Plan was described in the Company's definitive Proxy Statement for its 2026 Annual Meeting of Stockholders held on May 27, 2026. An amendment to the Plan to add 603,764 additional shares (adjusted to account for the reverse stock split on April 21, 2026) to the Plan was approved by the Company's stockholders at that meeting.

The 603,764 shares being registered hereby are in addition to the shares of Common Stock registered by the Company's prior Registration Statements on Form S-8 (the "Prior Registration Statements") filed on January 23, 2023 (File No. 333-269349), July 16, 2024 (File No. 333-280824), July 11, 2025 (File No. 333-288641), and March 4, 2026 (File No. 333-294007), respectively. The contents of the Prior Registration Statements are incorporated by reference herein except as otherwise amended or superseded hereby. After giving effect to the additional shares registered under this Registration Statement, the aggregate number of shares of Common Stock registered for issuance under the Plan will be 750,000.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed by the Company with the SEC are incorporated in this Registration Statement by reference:

1. the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on April 15, 2026, as amended by Form 10-K/A filed on April 21, 2026;

2. the Company's Quarterly Report on Form 10-Q for fiscal quarter ended March 31, 2026, filed with the SEC on May 14, 2026;

3. the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 17, 2026;

4. the Company's Current Reports on Form 8-K, filed with the SEC on January 29, 2026, February 9, 2026, March 11, 2026, March 26, 2026, March 30, 2026, April 7, 2026, April 17, 2026, April 21, 2026, April 30, 2026, May 13, 2026, May 27, 2026, June 3, 2026, June 8, 2026, June 30, 2026 and July 1, 2026;

5. the description of the Company's securities which is contained in a Registration Statement on Form 8-A filed on July 14, 2021 under the Exchange Act, including any amendments or reports filed for the purpose of updating such description, including Exhibit 4.7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

All documents filed by us pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. In no event, however, will any information that we have disclosed or may disclose under Item 2.02 or 7.01 (and any related exhibits) of any Current Report on Form 8-K that we have from time to time furnished or may furnish to the SEC be incorporated by reference into, or otherwise become part of, this Registration Statement. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits

Exhibit Number	Description of Exhibit
4.1	Second Amended and Restated Certificate of Incorporation of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.5 to the Company's Current Report on Form 8-K filed with the SEC on September 15, 2022)
4.2	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on July 18, 2024)
4.3	Certificate of Designation of Series A Convertible Preferred Stock of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on December 27, 2024)
4.4	Certificate of Designations of Rights and Preferences of Series B Convertible Preferred Stock of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on August 7, 2025)
4.5	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on September 2, 2025)
4.6	Certificate of Designations of Rights and Preferences of Series C Convertible Preferred Stock of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on December 9, 2025)
4.7	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on April 17, 2026)
4.8	Amended and Restated Bylaws of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on May 15, 2023)
4.9	Amendment No. 1 to the Amended and Restated By-laws of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on August 19, 2025)
4.10	Certificate of Correction (Series A CoD) 2026(incorporated by reference to Exhibit 3.9 of the Company's Annual Report on Form 10-K filed with the SEC on April 15, 2026)
4.11	Certificate of Correction (Series B CoD) 2026 (incorporated by reference to Exhibit 3.10 of the Company's Annual Report on Form 10-K filed with the SEC on April 15, 2026)
4.12	Certificate of Correction (Series C CoD) 2026(incorporated by reference to Exhibit 3.11 of the Company's Annual Report on Form 10-K filed with the SEC on April 15, 2026)
4.13	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-1/A filed with the SEC on July 6, 2021)
4.14	Description of Registrant's Securities (incorporated by reference to Exhibit 4.7 of the Company's Annual Report on Form 10-K filed with the SEC on April 15, 2026)
5.1*	Opinion of Norton Rose Fulbright US LLP with respect to the legality of the securities being registered
23.1*	Consent of Norton Rose Fulbright US LLP (included as part of Exhibit 5.1)
23.2*	Consent of Whitley Penn LLP, independent registered public accounting firm
23.3*	Consent of WithumSmith+Brown, PC, independent registered public accounting firm
24.1*	Power of Attorney (included on signature pages hereto)
99.1	Nauticus Robotics, Inc. 2022 Omnibus Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on June 8, 2026)
107.1*	Calculation of Filing Fee Table

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Webster, State of Texas, on July 2, 2026

NAUTICUS ROBOTICS, INC.

By:	/s/ John W. Gibson, Jr.
Name:	John W. Gibson, Jr.
Title:	President, Chief Executive Officer and Director

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints John W. Gibson, Jr. and Michael Ferrier, and each of them, singly, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting until each said attorney-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ John W. Gibson, Jr. John W. Gibson, Jr.	President, Chief Executive Officer and Director (Principal Executive Officer)	July 2, 2026
/s/ Jimena Begaries Jimena Begaries	Interim Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 2, 2026
/s/ William H. "Bill" Flores William H. "Bill" Flores	Chairman of the Board	July 2, 2026
/s/ Dr. James Bellingham Dr. James Bellingham	Director	July 2, 2026
/s/ Dr. Adam Sharkawy Dr. Adam Sharkawy	Director	July 2, 2026
/s/ Eli Spiro Eli Spiro	Director	July 2, 2026

Exhibit 5.1

July 2, 2026

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

Re: Form S-8 Registration Statement

Ladies and Gentlemen:

We have acted as special counsel to Nauticus Robotics, Inc., a Delaware corporation (the "Company"), in connection with the preparation of the Company's registration statement on Form S-8 to be filed with the U.S. Securities and Exchange Commission (the "SEC") on or about the date hereof (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the offer and sale of up to 603,764 shares of the Company's common stock, $0.0001 par value per share (the "Shares"), issuable pursuant to the terms and in the manner set forth in the Company's 2022 Omnibus Incentive Plan, as amended (the "Plan").

In rendering the opinion set forth below, we examined and relied upon such certificates, corporate records, agreements, instruments and other documents, and examined such matters of law, that we considered necessary or appropriate as a basis for the opinion. We have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of (i) the second amended and restated certificate of incorporation of the Company, as in effect on the date hereof, (ii) the amended and restated bylaws of the Company, as in effect on the date hereof, (iii) the Registration Statement, (iv) the Plan, (v) resolutions of the board of directors of the Company relating to, among other matters, the approval of the Plan, the reservation for issuance of the Shares issuable thereunder and the filing of the Registration Statement, and (vi) such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth below. As to questions of fact material to rendering the options expressed herein, we have, to the extent we deemed appropriate, relied on certificates of officers of the Company and on certificates and other communications of public officials. In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, the authenticity of the originals of such latter documents, that all parties to such documents had the power, corporate or other, to enter into and perform all obligations thereunder and all such documents have been duly authorized by all requisite action, corporate or other, and duly executed and delivered by all parties thereto. As to any facts material to the opinion expressed herein that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others. For purposes of the opinions set forth below, we have further assumed that no event occurs that causes the number of authorized shares of the Company's common stock, $0.0001 par value per share, available for issuance by the Company to be less than the number of then unissued Shares.

Based upon the foregoing, and subject to the further limitations, qualifications, and assumptions set forth herein, we are of the opinion that the Shares, upon issuance and delivery against payment therefor in accordance with the terms of and in the manner set forth in the Plan and pursuant to the agreements that accompany the Plan, will be validly issued, fully paid, and nonassessable.

The opinion expressed herein is based upon and limited to the General Corporation Law of the State of Delaware, including the statutory provisions, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing. We express no opinion herein as to any other laws, statutes, regulations or ordinances.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are experts within the meaning of the Securities Act or the rules and regulations of the Commission or that this consent is required by Section 7 of the Securities Act.

Very truly yours,

Norton Rose Fulbright US LLP

Norton Rose Fulbright US LLP

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Nauticus Robotics, Inc. and its subsidiaries (the "Company") of our report dated April 15, 2025, relating to our audit of the consolidated financial statements appearing in the Annual Report on Form 10-K of the Company for the years ended December 31, 2024 and 2023. We also consent to the reference to our firm under the heading "Experts" in the prospectus which is part of this Registration Statement on Form S-8.

/s/ Whitley Penn LLP

Houston, Texas
July 2, 2026

Exhibit 23.3

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated April 15, 2026 which includes an explanatory paragraph relating to Nauticus Robotics, Inc. (“the Company”) ability to continue as a going concern, relating to the consolidated financial statements of the Company appearing in the entity’s Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ WithumSmith+Brown, PC

Whippany, NJ

July 2, 2026

CALCULATION OF FILING FEE TABLES

S-8

Nauticus Robotics, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, $0.0001 par value per share	(1)	Other	603,764	$ 1.10	$ 664,140.40	0.0001381	$ 91.72
				Total Offering Amounts:		$ 664,140.40		91.72
				Total Fee Offsets:				
				Net Fee Due:				$ 91.72

Offering Note(s)

(1) Fee calculated in accordance with Rules 457(c) and (h) under the Securities Act of 1933, as amended (the “Securities Act”).

Pursuant to Rule 416(a) under the Securities Act, this Registration Statement on Form S-8 (this “Registration Statement”) shall be deemed to cover any additional shares of the common stock of Nauticus Robotics, Inc. (the “Registrant”) that become issuable under the Nauticus Robotics, Inc. 2022 Omnibus Incentive Plan, as amended (the “Plan”) by reason of any future share splits, share dividends, recapitalizations or any other similar transactions effected without the receipt of consideration by the Registrant, which results in an increase in the number of outstanding shares of common stock of the Registrant.

This Registration Statement covers 603,764 shares of common stock authorized and reserved for issuance under the Plan.

Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act. Such computation is based on the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Capital Market on June 25, 2026 a date within five business days of the date of this Registration Statement.