

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

☐ 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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>GIBSON JOHN W JR</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Interim CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2024</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock</u>								<u>28,805</u>	<u>D</u>	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>Restricted Stock Units</u>	<u>(I)</u>	<u>02/22/2024</u>		<u>A</u>		<u>2,100,000</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>2,100,000</u>	<u>\$0</u>	<u>2,216,230</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(I)</u>	<u>02/22/2024</u>		<u>A</u>		<u>1,877,950</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>1,877,950</u>	<u>\$0</u>	<u>4,094,180</u>	<u>D</u>	

Explanation of Responses:

1. Each Restricted Stock Unit ("RSU") is issued pursuant to the Company's 2022 Omnibus Incentive Plan and represents a contingent right to receive one share of common stock.
2. RSUs vest ratably over three years on the anniversary of grant.
3. Award in respect of bonus under prior contract. 50% vest upon grant and 50% vest on January 1, 2025

Remarks:

Exhibit 24 Power of Attorney

/s/ Nicholas J. Bigney, attorney-in-fact 02/22/2024

** 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.

POWER OF ATTORNEY
(Section 16 Filings)

Know all by these presents that the undersigned hereby constitutes and appoints each of Nicholas J. Bigney and Victoria Hay, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director of Nauticus Robotics, Inc. ("Nauticus"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder;
2. Do and perform any and all acts for and behalf of the undersigned which may be necessary or desirable to complete and execute and such Form 3, 4 or 5, or complete and execute any amendment or amendments t hereto and timely file such form with the United States Securities and Exchange Commission and any national quotation system, national securities exchange or similar authority; and
3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is Nauticus assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by Nauticus, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

Dated: February 26, 2024

By: /s/ John W. Gibson, Jr.
Name: John W. Gibson, Jr.
Title: Interim CEO and President