

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **April 16, 2024**

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

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-40611**

(Commission File Number)

**87-1699753**

(IRS Employer  
Identification No.)

**17146 Feathercraft Lane, Suite 450, Webster, TX 77598**  
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(281) 942-9069**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	KITT	The Nasdaq Stock Market LLC
Warrants	KITTW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 16, 2024, Dr. Lisa Porter, a member of the board of directors (the "Board") of Nauticus Robotics, Inc. (the "Company"), notified the Board that she does not wish to stand for reelection at the 2024 annual meeting of stockholders of the Company (the "Meeting"). Also on April 16, 2024, VAdm. Joseph R. Dyer, a member of the Board, notified the Board that he does not wish to stand for reelection at the Meeting. Dr. Porter and VAdm. Dyer have been directors on the Board since 2022. Neither Dr. Porter nor VAdm. Dyer's announcement resulted from a disagreement on any matter relating to the Company's operations, policies or procedures. Dr. Porter and VAdm. Dyer's terms as directors will end at the conclusion of the Meeting, at which time the Board expects to reduce to five directors.

The Board extends its appreciation to both Dr. Porter and VAdm. Dyer, and in particular to Dr. Porter for her work as chair of the Board and to VAdm. Dyer for his work as chair of the Nominating and Corporate Governance Committee of the Board. The Board and Company wish Dr. Porter and VAdm. Dyer well in their future endeavors.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 22, 2024

**Nauticus Robotics, Inc.**

By: /s/ Nicholas J. Bigney

Name: Nicholas J. Bigney

Title: General Counsel