

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): **May 29, 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 8.01 Other Events.

A copy of the opinion of Norton Rose Fulbright US LLP relating to the at-the-market offering previously reported in the Current Report on Form 8-K filed on May 20, 2024 is filed as Exhibit 5.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
5.1	Opinion of Norton Rose Fulbright US LLP
23.1	Consent of Norton Rose Fulbright US LLP (contained in Exhibit 5.1 above)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: May 30, 2024

Nauticus Robotics, Inc.

By: /s/ Nicholas J. Bigney

Name: Nicholas J. Bigney

Title: General Counsel



May 29, 2024

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

Ladies and Gentlemen:

Norton Rose Fulbright
2200 Ross Avenue, Suite 3600
Dallas, Texas 75201-2784
United States

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nortonrosefulbright.com

We have acted as counsel for Nauticus Robotics, Inc., a Delaware corporation (the "Company"), in connection with its entry into the At The Market Offering Agreement, dated May 20, 2024 (the "ATM Agreement"), between the Company and H.C. Wainwright & Co., LLC pursuant to which the Company may issue and sell up to \$5,430,449 of shares (the "Shares") of its common stock, par value \$0.0001 per share (the "Common Stock"), pursuant to the Registration Statement on Form S-3 (File No. 333-277034) filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), which includes a base prospectus and was declared effective on May 6, 2024 (the "Registration Statement"), and the prospectus supplement dated May 20, 2024 relating to the offering of the Shares and filed with the Commission (the "Prospectus Supplement"), in each case, as may be amended or supplemented from time to time.

In connection with the opinion expressed herein, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records, and other instruments as we have deemed necessary or appropriate for the purposes of our opinion, including: (i) the Company's Second Amended and Restated Certificate of Incorporation and all amendments thereto; (ii) the Company's Amended and Restated Bylaws, as amended; (iii) the Registration Statement and Prospectus Supplement; (iv) the ATM Agreement; (v) the applicable resolutions or consents in lieu of resolutions of the Company's Board of Directors; and (vi) certificates of officers of the Company with respect to certain facts material to the opinion contained herein.

For the purposes of expressing the opinion hereinafter set forth, we have assumed: (1) the genuineness of all signatures and documents examined by us; (2) the authenticity of all documents submitted to us as originals; (3) the conformity to the originals of all documents submitted to us as copies; (4) the correctness and accuracy of all facts set forth in the documents referred to in this opinion letter; and (5) the effectiveness of the Registration Statement under the Securities Act will not have been terminated or rescinded.

Based on the foregoing and subject to the further limitations, qualifications, and assumptions set forth herein, we are of the opinion that the Shares, when issued against payment therefor in accordance with the ATM Agreement, will be validly issued, fully paid, and non-assessable.

Our opinion herein is limited in all respects to the General Corporation Law of the State of Delaware, which includes those statutory provisions as well as all applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting such laws, and the federal laws of the United States of America, and we do not express any opinion as to the applicability of

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or the effect thereon of the laws of any other jurisdiction. We express no opinion as to any matter other than as set forth herein, and no opinion may be inferred or implied herefrom.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Company's Current Report on Form 8-K and to the reference to our firm contained in the Registration Statement and in the Prospectus Supplement under the heading "Legal Matters." In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Norton Rose Fulbright US LLP

NORTON ROSE FULBRIGHT US LLP
