

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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ANNUAL 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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- 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.

- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

1. Name and Address of Reporting Person * <u>Spiro Elliot</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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	10/07/2023		M4	801	A	\$0 ⁽¹⁾	2,139 ⁽²⁾	D	
Common Stock	05/28/2024		M4	1,338	A	\$0 ⁽¹⁾	2,139 ⁽²⁾	D	
Common Stock	06/07/2023		J4 ⁽³⁾	4,642	A	\$0	4,642	I	By Dumby I. L.P. ⁽⁴⁾
Common Stock	06/07/2023		J4 ⁽⁵⁾	72,084	D	⁽⁵⁾	0	I	By CleanTech Sponsor I LLC ⁽⁶⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	⁽¹⁾	10/07/2023		4M		801	⁽⁷⁾	⁽⁷⁾	Common Stock	801	\$0	25,286 ⁽²⁾	D	
Restricted Stock Units	⁽¹⁾	05/28/2024		4M		1,338	⁽⁸⁾	⁽⁸⁾	Common Stock	1,338	\$0	25,286 ⁽²⁾	D	
Private Warrant	\$11.5 ⁽⁹⁾	06/07/2023		4A	200,000		09/09/2022	09/09/2027	Common Stock	5,556	⁽¹⁰⁾	200,000	I	By Dumby I.L.P. ⁽¹¹⁾
Private Warrant	\$11.5 ⁽⁹⁾	06/07/2023		4J ⁽⁵⁾	4,783,333		09/09/2022	07/14/2026	Common Stock	132,871	⁽⁵⁾	0	I	By CleanTech Sponsor I LLC ⁽⁶⁾

Explanation of Responses:

- 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, and vesting generally is subject to the reporting person remaining an employee or director of the Company, its affiliates or subsidiaries.
- Reflects holdings as of the date of this Form.
- On June 7, 2023, CleanTech Sponsor I LLC and CleanTech Investments, LLC (the "Co-Sponsors"), transferred an aggregate of 2,695,000 shares of Common Stock of the Company and 4,783,333 private warrants of the Company to certain transferees. Among those transfers, the Co-Sponsors transferred 4,642 shares to Dumby I, L.P.
- The reporting person indirectly owns 4,642 shares held by Dumby I L.P. Mr. Spiro's wife is General Partner of Dumby I L.P. and Mr. Spiro is not a Limited Partner of Dumby I L.P. Mr. Spiro disclaims beneficial ownership of the shares held indirectly, except to the extent of his pecuniary interest therein.
- On June 7, 2023, CleanTech Sponsor I LLC and CleanTech Investments, LLC (the "Co-Sponsors"), transferred an aggregate of 2,695,000 shares of Common Stock of the Company and 4,783,333 private warrants of the Company to certain transferees.
- Securities held by CleanTech Sponsor I, LLC, of which the reporting person is a managing member. The reporting person disclaims beneficial ownership of the shares held indirectly, except to the extent of his pecuniary interest therein.
- RSUs issued on October 7, 2022 and vested on October 7, 2023.
- RSUs granted on November 7, 2023 and vested on May 28, 2024.
- For every 36 Private Warrants, the registered holder is entitled to purchase one share of Common Stock at a price of \$11.50 per full share, subject to adjustment.

10. On June 7, 2023, CleanTech Sponsor I LLC and CleanTech Investments, LLC (the "Co-Sponsors"), transferred an aggregate of 2,695,000 shares of Common Stock of the Company and 4,783,333 private warrants of the Company to certain transferees. Among those transfers, the Co-Sponsor's transferred 200,000 private warrants to Dumby I, LLP.

11. The reporting person indirectly owns 200,000 warrants held by Dumby I L.P. Mr. Spiro's wife is General Partner of Dumby I L.P. and Mr. Spiro is not a Limited Partner of Dumby I L.P. Mr. Spiro disclaims beneficial ownership of the shares held indirectly, except to the extent of his pecuniary interest therein.

Remarks:

All holdings of common shares reflect balances after the 1 for 36 reverse stock split on July 18, 2024.

/s/ John Symington, Attorney in
Fact 02/14/2025

** 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 John Symington 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 10, 2025

By: /s/ Elliott Spiro
Name: Elliott Spiro
Title: Director
