

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): **February 20, 2025**

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.

As previously disclosed by the Company in its filings with the SEC, on August 14, 2024, the Company received a staff determination letter (the “Letter”) from the staff of the Listing Qualifications Department (the “Staff”) of The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that it had not regained compliance with the minimum \$35 million market value of listed securities requirement for continued listing on The Nasdaq Capital Market as set forth in Listing Rule 5550(b)(2) (the “MVLS Requirement”) or any of the alternative requirements in Listing Rule 5550(b), and that the additional delinquency may serve as a separate basis for the delisting of the Company’s securities from Nasdaq. The Company timely requested a hearing before a Hearings Panel. On September 18, 2024, the Hearings Panel granted the Company an exception until December 31, 2024 to demonstrate compliance with The Nasdaq Capital Market listing rules. On January 6, 2025, the Hearings Panel further extended the deadline to demonstrate compliance with the listing rules to February 10, 2025.

On February 18, 2025, the Company received a letter from Nasdaq confirming that the Company has demonstrated compliance with the equity requirement in Rule 5550(b)(1) (the “Equity Rule”), as the alternative requirement for the MVLS Requirement, and that the Company is therefore in compliance with the Nasdaq Capital Market’s continued listing requirements as confirmed by the staff on February 10, 2025. A copy of the Nasdaq letter is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The Company remains subject to a discretionary panel monitor through February 18, 2026 pursuant to Listing Rule 5815(d)(4)(A).

On February 19, 2025, the Company issued a press release announcing its compliance with the Equity Rule. A copy of the press release is attached hereto as Exhibit 99.2 and incorporated herein by reference

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

Exhibit	Description
99.1	<u>Nasdaq Compliance Letter, dated February 18, 2025</u>
99.2	<u>Press Release, dated February 20 2025</u>

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: February 20, 2025

Nauticus Robotics, Inc.

By: /s/ John Symington

Name: John Symington

Title: General Counsel



Sent via electronic delivery

February 18, 2025

Brie Charles
Donohoe Advisory Associates LLC
9801 Washingtonian Blvd, Suite 340
Gaithersburg, MD 20878

RE: Nauticus Robotics, Inc. (Symbol: KITT)
Nasdaq Listing Qualifications Hearings
Docket No. NQ 6952C-24

Dear Ms. Charles:

This is to advise you that we have been informed by Nasdaq Listing Qualifications staff (“Staff”) that Nauticus Robotics, Inc. (the “Company”) has demonstrated compliance with the equity requirement in Rule 5550(b)(1) (the “Equity Rule”), and that the Company is therefore in compliance with the Nasdaq Capital Market’s continued listing requirements.

On July 24, 2024, Staff notified the Company that it had determined to delist its securities due to the Company’s failure to meet the minimum bid price requirement in Listing Rule 5550(a)(2) (the “Bid Price Rule”). The Company requested a hearing on July 31, 2024. On August 14, 2024, Staff issued an additional delist determination for the Company’s failure to comply with the market value of listed securities requirement (“MVLS”) in Listing Rule 5550(b)(2), which requires a company to have an MVLS of at least \$35 million to qualify for continued listing on Nasdaq, or any of the alternatives in Rule 5550(b). On August 21, 2024, the Company regained compliance with the Bid Price Rule.

The Company appeared before a Hearings Panel (the “Panel”) on September 5, 2024, and requested an exception through December 31, 2024, to evidence compliance with the Equity Rule. On September 18, 2024, the Panel granted the Company’s request for an exception through December 31, 2024, to demonstrate equity compliance. On December 30, 2024, the Company requested an extension through the end of the Panel’s discretion, February 10, 2025, to cure its continued listing deficiency. The Panel granted the Company’s extension request on January 8, 2025. On February 10th, Staff confirmed that the Company has demonstrated compliance with the Equity Rule. See the attached compliance worksheet prepared by Staff.

Pursuant to its authority under Listing Rule 5815(d)(4)(A), the Panel has determined to impose a Discretionary Panel Monitor for a period of one year from the date of this letter. Should the Company fail to maintain compliance with any continued listing requirement, Staff will issue a Delist Determination Letter and the Company will promptly schedule a new hearing with the initial Panel or a newly convened Hearings Panel if the initial Panel is unavailable. The hearing may be oral or written, at the Company’s election. Notwithstanding Rule 5810(c)(2), the Company will not be permitted to provide Staff with a plan of compliance with respect to any deficiency that arises during the monitor period, and Staff will not be permitted to grant additional

time for the Company to regain compliance with respect to any deficiency. The Hearings Panel will consider the Company's compliance history when rendering its decision.

Should you have any questions, please do not hesitate to contact me at (215) 433-2395.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Alejandro Aguayo', with a stylized flourish at the end.

Alejandro Aguayo
Hearings Advisor
Nasdaq Office of General Counsel

Nauticus Robotics Regains Compliance with Nasdaq Listing Standards

HOUSTON, February 20, 2025 – [Nauticus Robotics, Inc.](#) (NASDAQ: KITT), a leading innovator in autonomous subsea robotics and software, today announced that on February 18, 2025, it received a formal notice from The Nasdaq Capital Market (“Nasdaq”) confirming that Nauticus has demonstrated compliance with the equity requirement in Rule 5550(b)(1) (the “Equity Rule”), and is therefore in compliance with Nasdaq’s continued listing requirements.

John Gibson, CEO and President of Nauticus Robotics, stated, “Pleased to be back in compliance. We are now focused entirely on growing the business.”

About Nauticus Robotics

Nauticus Robotics, Inc. develops autonomous robots for the ocean industries. Autonomy requires the extensive use of sensors, artificial intelligence, and effective algorithms for perception and decision allowing the robot to adapt to changing environments. The company’s business model includes using robotic systems for service, selling vehicles and components, and licensing of related software to both the commercial and defense business sectors. Nauticus has designed and is currently testing and certifying a new generation of vehicles to reduce operational cost and gather data to maintain and operate a wide variety of subsea infrastructure. Besides a standalone service offering and forward-facing products, Nauticus’ approach to ocean robotics has also resulted in the development of a range of technology products for retrofit/upgrading traditional ROV operations and other third-party vehicle platforms. Nauticus’ services provide customers with the necessary data collection, analytics, and subsea manipulation capabilities to support and maintain assets while reducing their operational footprint, operating cost, and greenhouse gas emissions, to improve offshore health, safety, and environmental exposure.

Cautionary Language Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the “Act”), and are intended to enjoy the protection of the safe harbor for forward-looking statements provided by the Act as well as protections afforded by other federal securities laws. Such forward-looking statements include but are not limited to: the expected timing of product commercialization or new product releases; customer interest in Nauticus’ products; estimated operating results and use of cash; and Nauticus’ use of and needs for capital. Generally, statements that are not historical facts, including statements concerning possible or assumed future actions, business strategies, events, or results of operations, are forward-looking statements. These statements may be preceded by, followed by, or include the words “believes,” “estimates,” “expects,” “projects,” “forecasts,” “may,” “will,” “should,” “seeks,” “plans,” “scheduled,” “anticipates,” “intends,” or “continue” or similar expressions. Forward-looking statements inherently involve risks and uncertainties that may cause actual events, results, or performance to differ materially from those indicated by such statements. These forward-looking statements are based on Nauticus’ management’s current expectations and beliefs, as well as a number of assumptions concerning future events. There can be no assurance that the events, results, or trends identified in these forward-looking statements will occur or be achieved. Forward-looking statements speak only as of the date they are made, and Nauticus is not under any obligation and expressly disclaims any obligation, to update, alter, or otherwise revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as required by law. Readers should carefully review the statements set forth in the reports which Nauticus has filed or will file from time to time with the Securities and Exchange Commission (the “SEC”) for a more complete discussion of the risks and uncertainties facing the Company and that could cause actual

outcomes to be materially different from those indicated in the forward-looking statements made by the Company, in particular the sections entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in documents filed from time to time with the SEC, including Nauticus' Annual Report on Form 10-K filed with the SEC on April 10, 2024. Should one or more of these risks, uncertainties, or other factors materialize, or should assumptions underlying the forward-looking information or statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated, or expected. The documents filed by Nauticus with the SEC may be obtained free of charge at the SEC's website at www.sec.gov.
