

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): **March 27, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 27, 2025, the compensation committee of the board of directors of Nauticus Robotics, Inc. (the “Company”) modified the cash compensation payable to John W. Gibson, Jr., the Company’s Chief Executive Officer and President and a member of the Company’s board of directors. Mr. Gibson's base salary will be increased from \$250,000 to \$350,000 per year, effective March 29, 2025. Mr. Gibson was also awarded a bonus for fiscal 2024 performance in the amount of \$125,000 and a one-time special retention bonus of \$375,000, each payable on or before April 15, 2025.

The other terms of the employment agreement dated February 21, 2024 between the Company and Mr. Gibson (the “Employment Agreement”) remain unchanged. A description of the principal terms of the Employment Agreement is included in the Company’s Current Report on Form 8-K (the “Form 8-K”) filed with the Securities and Exchange Commission on February 22, 2024. The Employment Agreement was filed as an exhibit to the Form 8-K.

The foregoing is qualified in its entirety by reference to the Award Letter, which is attached hereto as Exhibit 10.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
10.1*	<u>Award Letter dated March 27, 2025</u>

* Certain portions of this document that constitute confidential information have been redacted pursuant to Item 601(b)(10) of Regulation S-K.

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 2, 2025

Nauticus Robotics, Inc.

By: /s/ John Symington

Name: John Symington

Title: General Counsel

VIA HAND DELIVERY AND/OR EMAIL

March 27, 2025

Dear John W. Gibson, Jr.:

On behalf of the Board of Directors (the "Board") of Nauticus Robotics, Inc. (the "Company"), I would like to thank you for your dedication and service to our Company. We all realize that the growth of our business to date, and our future as a public company, is dependent on the contributions made by our senior executives.

To demonstrate our appreciation for your ongoing efforts, we would like to provide you with the following:

- **Annual Base Salary Increase:** Effective March 29, 2025, your base salary will be increased from \$250,000 to \$350,000.

- **2024 Annual Bonus:** Your Annual Bonus (as defined in your Employment Agreement dated February 21, 2024 (the "Employment Agreement") for 2024 is \$125,000. This will be paid in cash, less applicable withholdings, on or before April 15, 2025.

- **One Time Special Bonus:** The Company will pay you a one-time special bonus of \$375,000 (the "Retention Bonus"), less applicable withholdings, on or before April 15, 2025.

By your signature below, you confirm that (a) you have received all amounts due to you for all services performed in any capacity for the Company and its affiliates and subsidiaries through December 31, 2024, and (b) unless otherwise specifically approved by the Board, you will not receive separate or additional compensation for service on the Board.

Except for the increase to your Annual Base Salary set forth above, your employment agreement dated February 21, 2024 remains in force and is not modified.

Your contributions to the success of our Company are deeply appreciated. On behalf of the entire management team, I want to extend my personal thanks for all you have done to get us to this stage.

Sincerely,

/s/ Bill Flores

Bill Flores
Chairman of the Board of Directors

Acknowledged and Agreed:

/s/ John W. Gibson Jr.

John W. Gibson, Jr.
Date: March 28, 2025
