

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): **June 25, 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 5.07 Submission of Matters to a Vote of Security Holders

On June 25, 2025, Nauticus Robotics, Inc. (the "Company") held its annual meeting of shareholders (the "Meeting"). At the Meeting, the Company's shareholders (1) elected William H. Flores to the Board of Directors as Class III Director, (2) ratified the appointment of Whitley Penn LLP as the Company's independent registered accounting firm for 2025, (3) approved an amendment to the Company's 2022 Omnibus Incentive Plan to increase the number of available shares to 2,750,000, (4) authorized the Board of Directors to enact a reverse split of shares of common stock at a ratio between one to two and one to nine in the Board's discretion, and (5) approved a proposal to adjourn the meeting to a later date or dates, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, one or more of the other proposals to be voted on at the Meeting.

A total of 17,628,511 shares of common stock of the Company attended the Meeting by proxy or in person, representing 50.14% of the Company's outstanding common stock entitled to vote as of April 25, 2025, the record date of the Meeting. The results of the voting were as follows:

Proposal 1: Election of one Class III Director, to serve until the 2028 Annual Meeting of Shareholders.

| <u>Nominee</u> | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|-------------------|------------|-----------------|-------------------------|
| William H. Flores | 6,629,585 | 744,916 | 10,254,010 |

Proposal 2: Ratification of the appointment of Whitley Penn LLP as the Company's independent registered accounting firm for 2025.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 16,394,848 | 686,472 | 547,191 |

Proposal 3: Approval of an amendment to the Company's 2022 Omnibus Incentive Plan to increase the number of available shares to 2,750,000.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 5,483,064 | 1,558,064 | 333,373 | 10,254,010 |

Proposal 4: Approval of a proposal authorizing the Board of Directors of the Company to enact a reverse split of its shares at a ratio between one to two and one to nine in the Board's discretion.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 13,146,315 | 4,173,389 | 308,807 |

Proposal 5: Approval of a proposal to adjourn the Meeting to a later date or dates, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, one or more of the other proposals to be voted on at the Meeting.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 14,094,935 | 3,059,537 | 474,039 |

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: June 25, 2025

Nauticus Robotics, Inc.

By: /s/ John Symington

Name: John Symington

Title: General Counsel