

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): **July 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officer; Compensatory Arrangements of Certain Officers.

Departure of Executive Officer

On July 25, 2025, Victoria Hay departed as Interim Chief Financial Officer of the Company. Mrs. Hay will continue to provide services to the company through Flexible Consulting LLC.

Appointment of Chief Financial Officer

On July 25, 2025, the Board appointed Jimena Begaries as the Interim Chief Financial Officer and principal accounting officer of the Company. Ms. Begaries, 43, is a finance services consultant with Flexible Consulting LLC, and has been providing services to the Company since April 2025. Prior to joining Flexible Consulting she held a number of positions in the finance department of Weatherford International (NASDAQ: WFRD) from 2004 through April 2025, including positions as North America Offshore Operational Controller from December 2021 to April 2025 and Director of Consolidations and Internal Reporting from April 2019 to November 2021. Ms. Begaries is fluent in Spanish, and her experience includes assignments in Argentina and Dubai. Ms. Begaries holds a BS degree in Business and Economics from Lehigh University, and an MBA from Pontificia Universidad Catolica Argentina.

Ms. Begaries, through Flexible Consulting, LLC, will receive cash compensation of \$22,000 per month and up to \$1,000 per month of expense reimbursement. There is no arrangement or understanding between Ms. Begaries and any other person pursuant to which she was to be selected as an officer and there is no family relationship between Ms. Begaries and any of the Company’s directors, executive officers, or any person nominated or chosen by the Company to become a director or executive officer.

Item 7.01. Regulation FD Disclosure.

On July 28, 2025, the Company issued a press release announcing the appointment of Ms. Begaries. The press release is attached hereto and furnished as Exhibit 99.1 to this Current Report.

The information provided in this Item 7.01, including the accompanying Exhibit 99.1, shall be deemed “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or otherwise subject to the liabilities of such section, nor shall it be incorporated by reference in any filing made by the Company pursuant to the Securities Act of 1933, as amended, or the Exchange Act, regardless of the general incorporation language of such filing, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
99.1	<u>Press Release dated July 28, 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: July 28, 2025

Nauticus Robotics, Inc.

By: /s/ John Symington

Name: John Symington

Title: General Counsel

Nauticus Robotics Announces Interim CFO Transition

Houston, TX, July 28, 2025 – [Nauticus Robotics, Inc.](#) (NASDAQ: KITT), a leading innovator in autonomous subsea robotics and software solutions, today announced that Jimena Begaries will assume the role of Interim Chief Financial Officer and principal accounting officer, effective July 25, 2025. Ms. Begaries succeeds Victoria Hay, who will continue to provide services to Nauticus through [Flexible Consulting LLC](#) to ensure a smooth transition.

Ms. Begaries has been providing services to Nauticus through Flexible Consulting LLC since April 2025. Prior to joining Flexible Consulting, she held several positions in the finance department of Weatherford International from 2004 through April 2025, including positions as North America Offshore Operational Controller from December 2021 to April 2025 and Director of Consolidations and Internal Reporting from April 2019 to November 2021. Ms. Begaries is fluent in Spanish, and her experience includes assignments in Argentina and Dubai. Ms. Begaries holds a Bachelor of Science degree in Business and Economics from Lehigh University, and an MBA from Pontificia Universidad Catolica Argentina. Ms. Begaries will remain employed by Flexible Consulting LLC.

John Gibson, President and CEO of Nauticus Robotics, stated, “I am pleased to welcome Jimena to the executive team where she will bring her wealth of knowledge to the finance department. Her previous experience provides the background required to continue guiding Nauticus along its transformational journey.”

Mr. Gibson continued, “Vicky has been a valued member of the leadership team. She helped steer the organization through a period of marked change. On behalf of the Board of Directors and the rest of the Executive Leadership Team, I’d like to thank her for her continued service and contributions.”

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 15, 2025. 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.
