

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): **January 28, 2026**

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 January 28, 2026, Nauticus Robotics, Inc. (the "Company") held a special meeting of stockholders (the "Meeting"). At the Meeting, the Company's stockholders (1) approved, pursuant to Nasdaq Rule 5635, the issuance of shares of the Company's common stock pursuant to the Equity Purchase Facility Agreement dated October 24, 2025 between the Company and the Investor party thereto (the "Purchase Agreement") ; (2) approved pursuant to Nasdaq Rule 5635, the issuance of shares of the Company's common stock upon the conversion of shares of the Series C Convertible Preferred Stock, issued pursuant to the Amendment and Exchange Agreement dated December 3, 2025 between the Company and certain institutional investors (the "Exchange Agreement") and the corresponding Certificate of Designations of Rights and Preferences of Series C Convertible Preferred Stock; (3) approved a proposal authorizing the Board of Directors of the Company to enact one or more reverse splits of its shares at a cumulative ratio between one to 5 and one to 250 in the Board's discretion; and (4) a proposal to adjourn the Special 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 Special Meeting. While a majority of votes cast were in favor of a proposal to increase the authorized shares of the Company's common stock from 625,000,000 to 1,500,000,000, the proposal did not reach the required threshold of a majority of all issued and outstanding common stock, and was therefore not approved.

A total of 11,234,591 shares of common stock of the Company attended the Meeting by proxy or in person, representing 40.04% of the Company's outstanding common stock entitled to vote as of December 22, 2025, the record date of the Meeting. The results of the voting were as follows:

Proposal 1: To approve, pursuant to Nasdaq Rule 5635, the issuance of shares of the Company's common stock pursuant to the Equity Purchase Facility Agreement (the "Purchase Agreement") dated October 24, 2025 between the Company and the Investor party thereto ..

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
3,152,914	673,125	34,342	7,374,210

Proposal 2: To approve, pursuant to Nasdaq Rule 5635, the issuance of shares of the Company's common stock upon the conversion of shares of the Series C Convertible Preferred Stock, issued pursuant to the Amendment and Exchange Agreement dated December 3, 2025, between the Company and certain institutional investors (the "Exchange Agreement") and the corresponding Certificate of Designations of Rights and Preferences of Series C Convertible Preferred Stock.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
3,155,900	665,102	39,379	7,374,210

Proposal 3: To approve a proposal to authorize the Board of Directors of the Company to enact one or more reverse splits of its shares at a cumulative ratio between one to 5 and one to 250 in the Board's discretion

<u>For</u>	<u>Against</u>	<u>Abstain</u>
8,390,231	2,594,574	249,786

Proposal 4: To approve the proposed Authorized Share Amendment of the Company's Second Amended and Restated Certificate of Incorporation to increase the number of shares of authorized Common Stock from 625,000,000 to 1,500,000,000.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
8,402,424	2,531,113	301,054

Proposal 5: To approve a proposal to adjourn the Special 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 Special Meeting

<u>For</u>	<u>Against</u>	<u>Abstain</u>
8,356,406	2,525,489	352,696

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: January 29, 2026

Nauticus Robotics, Inc.

By: /s/ John Symington

Name: John Symington

Title: General Counsel