

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

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**NAUTICUS ROBOTICS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation or Organization)

**87-1699753**  
(I.R.S. Employer Identification No.)

**17146 Feathercraft Lane, Suite 450  
Webster, Texas**  
(Address of Principal Executive Offices)

**77598**  
(Zip Code)

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**NAUTICUS ROBOTICS, INC. 2022 OMNIBUS INCENTIVE PLAN, AS AMENDED**  
(Full Title of the Plan)

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**John Symington  
General Counsel  
Nauticus Robotics, Inc.  
17146 Feathercraft Lane, Suite 450  
Webster, Texas 77598**  
(Name and Address of Agent for Service)

**(281) 942-9069**  
(Telephone Number, including Area Code, of Agent for Service)

*Copies to:*

**Robert C. Morris  
Brandon T. Byrne  
Norton Rose Fulbright US LLP  
1550 Lamar Street, Suite 2000  
Houston, Texas 77010  
(713) 651-8404**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer   
Non-Accelerated Filer

Accelerated Filer   
Smaller Reporting Company   
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 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Nauticus Robotics, Inc. (the “Company”) to register an aggregate amount of additional 864,335 shares of common stock, \$0.0001 par value per share, of the Company (the “Common Stock”) for issuance pursuant to the Nauticus Robotics, Inc. 2022 Omnibus Incentive Plan, as amended (the “Plan”). The Plan was described in the Company’s definitive Proxy Statement for its 2025 Annual Meeting of Stockholders held on June 25, 2025. On January 1, 2026 864,335 additional shares were automatically authorized under Section 4(a) of the Plan.

The 864,335 shares being registered hereby are in addition to the shares of Common Stock registered by the Company’s prior Registration Statements on Form S-8 (the “Prior Registration Statements”) filed on January 23, 2023 (File No. 333-269349), July 16, 2024 (File No. 333-280824), and July 11, 2025 (File No. 333-288641), respectively. The contents of the Prior Registration Statements are incorporated by reference herein except as otherwise amended or superseded hereby. After giving effect to the additional shares registered under this Registration Statement, the aggregate number of shares of Common Stock registered for issuance under the Plan will be 3,614,335.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The following documents previously filed by the Company with the SEC are incorporated in this Registration Statement by reference:

1. the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the SEC on April 15, 2025;
2. the Company’s Quarterly Report on Form 10-Q for fiscal quarter ended March 31, 2025, filed with the SEC on May 14, 2025;
3. the Company’s Quarterly Report on Form 10-Q for fiscal quarter ended June 30, 2025, filed with the SEC on August 11, 2025;
4. the Company’s Quarterly Report on Form 10-Q for fiscal quarter ended September 30, 2025, filed with the SEC on November 14, 2025;
5. the Company’s definitive proxy statement on Schedule 14A filed with the SEC on April 29, 2025;
6. the Company’s Current Reports on Form 8-K, filed with the SEC on January 6, 2025, January 6, 2025, January 14, 2025, January 15, 2025, January 17, 2025, January 29, 2025, February 20, 2025, March 5, 2025, March 19, 2025, March 25, 2025, April 2, 2025, May 29, 2025, June 25, 2025 and July 1, 2025; July 21, 2025, July 28, 2025, August 7, 2025, August 8, 2025 (as amended on August 11, 2025), August 19, 2025, September 2, 2025, September 2, 2025, September 5, 2025, September 16, 2025, October 22, 2025, October 27, 2025, October 27, 2025, November 14, 2025, December 2, 2025, December 4, 2025, December 8, 2025, December 9, 2025, December 19, 2025, December 23, 2025, December 23, 2025, January 29, 2026 and February 9, 2026;
7. the description of the Company’s securities which is contained in a Registration Statement on Form 8-A filed on July 14, 2021 under the Exchange Act, including any amendments or reports filed for the purpose of updating such description, including Exhibit 4.8 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

All documents filed by us pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. In no event, however, will any information that we have disclosed or may disclose under Item 2.02 or 7.01 (and any related exhibits) of any Current Report on Form 8-K that we have from time to time furnished or may furnish to the SEC be incorporated by reference into, or otherwise become part of, this Registration Statement. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

#### Item 8. Exhibits

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<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.1	<a href="#">Second Amended and Restated Certificate of Incorporation of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.5 to the Company's Current Report on Form 8-K filed with the SEC on September 15, 2022)</a>
4.2	<a href="#">Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on July 18, 2024)</a>
4.3	<a href="#">Certificate of Designation of Series A Convertible Preferred Stock of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on December 27, 2024)</a>
4.4	<a href="#">Certificate of Designations of Rights and Preferences of Series B Convertible Preferred Stock of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on August 7, 2025)</a>
4.5	<a href="#">Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on September 2, 2025)</a>
4.6	<a href="#">Certificate of Designations of Rights and Preferences of Series C Convertible Preferred Stock of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on December 9, 2025)</a>
4.7	<a href="#">Amended and Restated Bylaws of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on May 15, 2023)</a>
4.8	<a href="#">Amendment No. 1 to the Amended and Restated By-laws of Nauticus Robotics, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on August 19, 2025)</a>
4.9	<a href="#">Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-1/A filed with the SEC on July 6, 2021)</a>
4.10	<a href="#">Nauticus Robotics, Inc. 2022 Omnibus Incentive Plan, as amended (incorporated by reference to Annex A to the Company's Definitive Proxy Statement filed with the SEC on April 29, 2025)</a>
4.11	<a href="#">Description of Registrant's Securities (incorporated by reference to Exhibit 4.8 of the Company's Annual Report on Form 10-K filed with the SEC on April 10, 2024)</a>
5.1*	<a href="#">Opinion of Norton Rose Fulbright US LLP with respect to the legality of the securities being registered</a>
23.1*	<a href="#">Consent of Norton Rose Fulbright US LLP (included as part of Exhibit 5.1)</a>
23.2*	<a href="#">Consent of Whitley Penn LLP, independent registered public accounting firm</a>
24.1*	<a href="#">Power of Attorney (included on signature pages hereto)</a>
107.1*	<a href="#">Calculation of Filing Fee Table</a>

\*Filed herewith.





March 4, 2026

Nauticus Robotics, Inc.  
17146 Feathercraft Lane, Suite 450  
Webster, Texas 77598

Re: Form S-8 Registration Statement

Ladies and Gentlemen:

We have acted as special counsel to Nauticus Robotics, Inc., a Delaware corporation (the "Company"), in connection with the preparation of the Company's registration statement on Form S-8 to be filed with the U.S. Securities and Exchange Commission (the "SEC") on or about the date hereof (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the offer and sale of up to 864,335 shares of the Company's common stock, \$0.0001 par value per share (the "Shares"), issuable pursuant to the terms and in the manner set forth in the Company's 2022 Omnibus Incentive Plan, as amended (the "Plan").

In rendering the opinion set forth below, we examined and relied upon such certificates, corporate records, agreements, instruments and other documents, and examined such matters of law, that we considered necessary or appropriate as a basis for the opinion. We have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of (i) the second amended and restated certificate of incorporation of the Company, as in effect on the date hereof, (ii) the amended and restated bylaws of the Company, as in effect on the date hereof, (iii) the Registration Statement, (iv) the Plan, (v) resolutions of the board of directors of the Company relating to, among other matters, the approval of the Plan, the reservation for issuance of the Shares issuable thereunder and the filing of the Registration Statement, and (vi) such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth below. In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, the authenticity of the originals of such latter documents, that all parties to such documents had the power, corporate or other, to enter into and perform all obligations thereunder and all such documents have been duly authorized by all requisite action, corporate or other, and duly executed and delivered by all parties thereto. As to any facts material to the opinion expressed herein that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others. For purposes of the opinions set forth below, we have further assumed that no event occurs that causes the number of authorized shares of the Company's common stock, \$0.0001 par value per share, available for issuance by the Company to be less than the number of then unissued Shares.

Based upon the foregoing, and subject to the further limitations, qualifications, and assumptions set forth herein, we are of the opinion that the Shares, upon issuance and delivery against payment therefor in accordance with the terms of and in the manner set forth in the Plan and pursuant to the agreements that accompany the Plan, will be validly issued, fully paid, and nonassessable.

The opinion expressed herein is based upon and limited to the General Corporation Law of the State of Delaware, including the statutory provisions, the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing. We express no opinion herein as to any other laws, statutes, regulations or ordinances.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are experts within the meaning of the Securities Act or the rules and regulations of the Commission or that this consent is required by Section 7 of the Securities Act.

Very truly yours,

*Norton Rose Fulbright US LLP*

Norton Rose Fulbright US LLP



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Nauticus Robotics, Inc. and subsidiary (the “Company”) of our report dated April 15, 2025 relating to our audit of the consolidated financial statements appearing in the Annual Report on Form 10-K of the Company for the years ended December 31, 2024 and 2023.

/s/ Whitley Penn LLP

Houston, Texas  
March 4, 2026

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