

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, 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 3.02 Unregistered Sale of Equity Securities.

As previously disclosed by the Company in its filings with the SEC, on December 3, 2025, the Company entered into those certain Amendment and Exchange Agreements (collectively, the "Exchange Agreements"), by and among the Company and certain institutional investors (each, an "Investor"), pursuant to which each Investor may exchange (each, an "Exchange"), in one or more exchanges, certain original issue discount senior secured convertible debentures due 2026 of the Company (each, an "Existing Debenture", and collectively, the "Existing Debentures") into shares of the Company's Series C preferred convertible stock (the "Series C Preferred Stock"). On February 9, 2026, the Company issued an Existing Debenture in the aggregate principal amount of \$2,000,000 (the "Existing February Debenture") to an Investor. On March 27, 2026, such Investor and the Company consummated an Exchange pursuant to the Exchange Agreement by and between the Company and such Investor, whereby the Investor exchanged all of the principal amount of the Existing February Debenture into 2,023 shares of Series C Preferred Stock, in reliance on the exemption from registration provided by Section 3(a)(9) of the Securities Act of 1933, as amended (the "Securities Act"). Upon consummation of the Exchange, the Company issued 2,023 shares of Series C Preferred Stock to such Investor.

The exchanges described herein were undertaken in reliance upon the exemptions from registration afforded by Section 3(a)(9) of the Securities Act. The securities may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Neither this Report nor the exhibits attached hereto, is an offer to sell or the solicitation of an offer to buy the securities described herein.

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: March 30, 2026

Nauticus Robotics, Inc.

By: /s/ Jimena Begaries

Name: Jimena Begaries

Title: Interim Chief Financial Officer