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): **September 9, 2026**

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

Delaware	**001-40611**	**87-1699753**
(State or other jurisdiction of incorporation)	(Commission File Number)	(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 x

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 8.01. Other Events.

On September 9, 2026, Nauticus Robotics, Inc. (the "Company") received a Holder Notice and Confirmation of Extension of Maturity Date (the "Notice") from an institutional investor (the "Holder") with respect to certain outstanding Original Issue Discount Senior Secured Convertible Debentures (the "Debentures") issued pursuant to the securities purchase agreement dated as of November 4, 2024 as previously described in the Company's Current Report on Form 8-K filed with the Securities Exchange Commission on November 5, 2024 (the "November 5 Form 8-K"). The Debentures covered by the Notice are registered in the Holder's name or are Debentures for which the Holder has authority to exercise the maturity date extension right as described in the November 5 Form 8-K. As of the date of the Notice, the Debentures had an aggregate outstanding principal amount of $3,985,000.

In accordance with the terms of each Debenture, the Holder duly exercised its right to extend the maturity date of each such Debenture by one year, from September 9, 2026 to September 9, 2027 (the "Extensions"). The Extensions became effective upon delivery of the Notice by the Holder to the Company in accordance with Section 9(a) of each Debenture. The Company's acknowledgment confirms receipt and recordation of the Extensions and is not a condition to the Extensions' effectiveness.

The Extensions apply to the entire outstanding principal amount of each Debenture and the related accrued or subsequently accruing interest, liquidated damages and other amounts owing under the Debentures. Interest and other amounts continue to accrue in accordance with the existing terms, and the Debentures remain convertible and enforceable through the extended maturity date, unless earlier converted, redeemed, accelerated or otherwise paid in accordance with their terms.

No amendment fee, consent fee or other additional consideration is payable by the Company for the Extension. The Notice exercises an existing contractual right and does not otherwise amend, waive or modify the Debentures or the related transaction documents. The existing guaranties, liens, security interests and priority arrangements remain in effect, and the Notice does not provide for a novation, repayment or reissuance of the Debentures.

The foregoing description of the Notice does not purport to be complete and is qualified in its entirety by reference to the full text of the Notice, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
10.1	Form of Holder Notice and Confirmation of Extension of Maturity Date, dated September 9, 2026, delivered by ATW Special Situations II, LLC to Nauticus Robotics, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: September 10, 2026	**Nauticus Robotics, Inc.**
	By: /s/ Michael A. Ferrier
	Name: Michael A. Ferrier
	Title: General Counsel

HOLDER NOTICE AND CONFIRMATION
OF EXTENSION OF MATURITY DATE
Date: September 9, 2026

To:	Nauticus Robotics, Inc.
Attention:	John W. Gibson, Jr., President and Chief Executive Officer; Michael A. Ferrier, General Counsel
From:	
Re:	All Existing Original Issue Discount Senior Secured Convertible Debentures Due September 9, 2026 under the November 4, 2024 Second Amendment and Exchange Agreement

Reference is made to all existing Original Issue Discount Senior Secured Convertible Debentures issued by Nauticus Robotics, Inc. (the "Company") under that certain Second Amendment and Exchange Agreement dated as of November 4, 2024 that (i) are registered in the name of the undersigned Holder, or with respect to which the undersigned has authority to exercise the extension right; (ii) remain outstanding as of the date of this notice; (iii) mature on September 9, 2026; and (iv) have an aggregate outstanding principal amount of $3,985,000 as of the date of this notice (each, a "Debenture" and collectively, the "Debentures"). Capitalized terms not defined in this notice have the meanings assigned to them in the applicable Debenture.

1. **Exercise of Extension Right.** Pursuant to the second sentence of the opening paragraph of each Debenture, the Holder hereby provides written notice to the Company, before the existing Maturity Date, that the Holder elects to extend the Maturity Date of each Debenture by one year, from September 9, 2026 to September 9, 2027.

2. **Application of Extension.** The extension applies to the entire outstanding principal amount of each Debenture and all accrued or subsequently accruing interest, liquidated damages and other amounts owing thereunder. Interest and all other amounts shall continue to accrue, and each Debenture shall remain convertible and enforceable, in each case in accordance with its terms, through the extended Maturity Date unless earlier converted, redeemed, accelerated or otherwise paid in accordance with the applicable Debenture.

3. **No Additional Consideration; No Other Amendment.** The election made by this notice is an exercise of the Holder's existing contractual right and does not require any amendment fee, consent fee or other additional consideration from the Company. Except solely for the extension of the Maturity Date described above, this notice does not amend, waive or modify any provision of any Debenture, the Second Amendment and Exchange Agreement, the Securities Purchase Agreement or any other Transaction Document.

4. **Preservation of Rights and Security.** Each Debenture and each related guaranty, lien, security interest, priority arrangement and other Transaction Document remain in full force and effect. No right or remedy of the Holder, the Company, any guarantor or the Collateral Agent is waived or released by this notice, and no novation, repayment or reissuance of any Debenture is intended.

5. **Disclosure of Transactions and Other Material Information.** The Company shall, within the time required by applicable law, file a Current Report on Form 8-K describing the material terms of this notice and attaching this notice, in each case to the extent required by the Securities Exchange Act of 1934, as amended. From and after that filing, the Company shall have publicly disclosed all material, nonpublic information, if any, provided to the Lender in connection with this notice. From and after such filing, the

Lender shall have no duty of confidentiality to the Company with respect to any information provided to the Lender in connection with this notice.

6. **Delivery and Effectiveness.** This notice is delivered under Section 9(a) of each Debenture and is effective upon delivery in accordance with that section. The Company's acknowledgment below confirms receipt of this notice and the Company's recordation of the extended Maturity Date, but such acknowledgment is not a condition to the effectiveness of the extension.

7. **Governing Law; Counterparts.** This notice and the extension evidenced hereby are governed by the internal laws of the State of Delaware, consistent with each Debenture. This notice may be executed in counterparts and delivered electronically or by PDF.

HOLDER

By: ____
Name: ____
Title: ____
Date: ____

ACKNOWLEDGED AND RECEIPT CONFIRMED:

NAUTICUS ROBOTICS, INC.

By: /s/ John W. Gibson Jr.
Name: John W. Gibson, Jr.
Title: President and CEO
Date: September 9, 2026