SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person *

RCB EQUITIES 1, LLC

(Last) (First) (Middle)

5862 W. 3RD STREET

(Street)

LOS ANGELES CA 90036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Nauticus Robotics, Inc. [KITT]

3. Date of Earliest Transaction (Month/Day/Year)

06/01/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

	Director	X	10% Owner
	Officer (give title below)		Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	06/01/2026		C		555,556[(4)]	A	$1.8	815,368	D	
COMMON STOCK	06/01/2026		S		32,539[(5)]	D	$2.021	782,829	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
SENIOR SECURED TERM LOAN (09/23/2023, AS AMENDED)	$1.8	06/01/2026		C		$1,000,000		(1)	(2)	COMMON STOCK, $0.0001 PAR VALUE	555,556	$1.8	$5,300,000[(3)]	D	

Explanation of Responses:

1. Immediately upon notice
2. None
3. Following the June 1, 2026 conversion of $1,000,000 of the Senior Secured Term Loan, the remaining outstanding balance of the term loan is subject to confirmation from the loan records.
4. On June 1, 2026, RCB Equities #1, LLC converted $1,000,000 of the outstanding principal under the Senior Secured Term Loan Agreement dated September 18, 2023 (as amended by the Third Amendment dated June 1, 2026) into 555,556 shares of Common Stock at a conversion price of $1.80 per share. The conversion price of $1.80 per share was available for conversion notices delivered on or before June 15, 2026. Prior to this conversion, RCB Equities #1, LLC beneficially owned approximately 259,812 shares of Common Stock.
5. On June 1, 2026, RCB Equities #1, LLC sold 32,539 shares of Common Stock in an open-market transaction at $2.021 per share.

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** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.