SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Mey Mark-Anthony Lovell						2. Issuer Name <b>and</b> Ticker or Trading Symbol Nauticus Robotics, Inc. [KITT]									ationship of F k all applicab Director		rting Person	. ,	
(Last)					3. Date of Earliest Transaction (Month/Day/Year) 09/09/2022										Officer (give title below)			Other ( below)	specify
17146 FEATHERCRAFT LANE SUITE 450					4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
(Street) WEBSTER TX 77598														Form file	d by Mor	e than C	One Reporti	ng Person	
(City)	(State)	(Zi	p)																
		Та	ble I - No	on-Der	ivativ	e Se	ecuritie	s Acc	uired,	, Dis	posed of,	, or	Benefi	cially Ov	vned				
1. Title of Security (Instr. 3) 2. Trans Date (Month/I				saction /Day/Yea	r) if	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. Amount of Securities Beneficially Following R Transaction	Owned eported	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	(Instr. 3 and 4)				(1150.4)	
Common Stock 09/09				09/2022						9,079,492(1)		Α	\$ <mark>0</mark>	9,079,492			I <sup>(2)</sup>	By Transocean Inc.	
			Table II -						,		sed of, o onvertible				ed				
Derivative Conversion Date		3. Transaction Date (Month/Day/Year)	3A. Deeme Execution I if any (Month/Day	Date, Transactio Code (Inst					6. Date Exerce Expiration D (Month/Day/		ite Securi Year) Deriva		Title and Amount of ecurities Underlying erivative Security nstr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number o derivative Securities Beneficially Owned Following Reported Transaction	ve es ially ng d	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exerci	isable	Expiration Date	Title	e	Amount or Number of Shares		(Instr. 4)			

## Explanation of Responses:

1. The securities were acquired in connection with the business combination of CleanTech Acquisition Corp. ("CLAQ"), CleanTech Merger Sub, Inc., a wholly owned subsidiary of CLAQ, and Nauticus Robotics, Inc., dated December 16, 2021, and consummated on September 9, 2022.

2. Shares held directly by Transocean Inc. The Reporting Person, as an executive officer of Transocean Inc., may be deemed to share voting and dispositive power over the shares held by Transocean Inc. The Reporting Person disclaims beneficial ownership of shares held by Transocean Inc., except to the extent of any pecuniary interest therein.

/s/ Mark Mey, by M. Dilshad
Kasmani as Attorney-in-Fact
** Circulture of Departing Deveen

09/13/2022

Signature of Reporting Person

Date

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

 $^{\star}$  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.