

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person * <u>Mey Mark-Anthony Lovell</u>  (Last) (First) (Middle)  17146 FEATHERCRAFT LANE SUITE 450  (Street) WEBSTER TX 77598  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nauticus Robotics, Inc. [ KITR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/09/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 09/13/2022	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	(This field is currently empty)	

**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	09/09/2022		A		9,079,492 <sup>(1)</sup>	A	\$0	9,079,492	I <sup>(2)</sup>	By Transocean Inc.

**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)		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				
Earn-Out Shares	\$0.00	09/09/2022		A		(1)	(1)	Common Stock	2,080,203	\$0.00	2,080,203	I <sup>(2)</sup>	By Transocean Inc.

**Explanation of Responses:**

1. Reflects Earn-Out Shares issued 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. pursuant to the Merger Agreement dated December 16, 2021 and consummated on September 9, 2022 ("Merger Agreement"). Earn-Out Shares will be released as follows: (i) one-half will be released if, within a five-year period following the signing date of the Merger Agreement, the volume-weighted average price of the common stock equals or exceeds \$15.00 per share, over any 20 trading days within a 30-day trading period; (ii) one-quarter will be released if, within a five-year period following the signing date of the Merger Agreement, the volume-weighted average price of common stock equals or exceeds \$17.50 per share over any 20 trading days within a 30-day trading period; and (iii) one-quarter will be released if, within a five-year period following the signing date of the Merger Agreement, the volume-weighted average price of the common stock equals or exceeds \$20.00 per share over any 20 trading days within a 30-day trading period. Any shares not eligible to be released within five years of December 16, 2021 will be forfeited and canceled. This amendment is being filed to include the Earn-Out Shares that were inadvertently omitted from the original Form 4 filed by the Reporting Person on September 13, 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 09/14/2022  
 \*\* 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.