SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* 2. Date of Event Require Statement (Month/Day/ 09/09/2022)					3. Issuer Name and Ticker or Trading Symbol Nauticus Robotics, Inc. [KITT]				
(Last) (First) (Middle)					4. Relationship of Reporting Person(s (Check all applicable)	,		5. If Amendment, Date of Original Filed (Month/Day/Year)	
TURMSTRASSE 30					Director X Officer (give title below)	10% Owner Other (spec below)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street) STEINHAU	SEN V8	6312			Delow)	Delow)			y One Reporting Person y More than One Reporting
(City)	(State)	(Zip)							
Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)					Amount of Securities eneficially Owned (Instr. 4)	· · ·		4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Common Stock, par value U.S. \$0.0001(1)					11,159,695(1)(2)	I (1)(2)		By Transocean Inc.	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
Expira			2. Date Exer Expiration D (Month/Day/	ate	3. Title and Amount of Securities Derivative Security (Instr. 4)	Underlying	4. Convers or Exerc	ise (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivativ Security	Indirect (I) re (Instr. 5)	

Explanation of Responses:

1. These securities are owned directly by Transocean Inc., an exempted Cayman Islands company. Because Transocean Ltd. controls Transocean Inc., both Transocean Ltd. and Transocean Inc. are deemed to beneficially own the shares of common stock held directly by Transocean Inc.

2. Consists of (i) 8,329,492 shares of Common Stock that Transocean Inc. received following completion of the business combination on September 9, 2022 pursuant to that certain Merger Agreement, dated as of December 16, 2021, as amended on January 30, 2022 and June 6, 2022, by and among CleanTech Acquisition Corp., CleanTech Merger Sub, Inc., Nauticus Robotics, Inc., and Nicolaus Radford, solely in his capacity as the stockholder representative (the "Merger Agreement"), as merger consideration, (ii) 2,080,203 additional shares of Common Stock that Transocean Inc. has the right to receive if, on or before September 9, 2027, the Common Stock meets or exceeds certain target prices as set forth in the Merger Agreement, and (iii) 750,000 shares purchased by Transocean Inc. pursuant to subscription agreements that were entered into during a private placement which was consummated concurrently with the business combination.

<u>/s/ Daniel Ro-Trock, Assistant</u> <u>Corporate Secretary</u> <u>09/23/2022</u>

** 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 5 (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.