

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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☐ 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

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 * <u>Transocean Ltd.</u> (Last) (First) (Middle) <u>TURMSTRASSE 30</u> (Street) <u>STEINHAUSEN V8 6312</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nauticus Robotics, Inc. [KITT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ☒ 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/28/2025</u>	
		4. If Amendment, Date of Original Filed (Month/Day/Year)

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, par value U.S. \$0.0001	10/28/2025		C		2,144,295 ⁽¹⁾	A	\$1.76	2,150,716 ⁽²⁾	I ⁽¹⁾	By Transocean International Limited

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				
Convertible Senior Secured Term Loan 2023 ⁽³⁾	\$1.76	10/28/2025		C				09/18/2023	09/18/2026	Common Stock, par value U.S. \$0.0001	2,144,295 ⁽¹⁾	\$0	0	I ⁽¹⁾	By Transocean International Limited

Explanation of Responses:

1. These securities are owned directly by Transocean International Limited, a Bermuda exempted company limited by shares. Transocean International Limited is a wholly owned subsidiary of Transocean Ltd. Because Transocean Ltd. controls Transocean International Limited, both Transocean Ltd. and Transocean International Limited are deemed to beneficially own the shares of common stock that Transocean International Limited holds directly or has a right to acquire.
2. The amount reported also includes 6,421 additional shares (the "Earnout Shares") of the Issuer's common stock issuable to the Reporting Person on or before September 9, 2027, pursuant to certain earnout conditions, as described in the Merger Agreement (as defined in the Reporting Person's Form 3 filed on September 9, 2023).
3. The shares of the Issuer's common stock reported herein as being beneficially owned by the Reporting Person consists of the Earnout Shares and 2,144,295 shares of the Issuer's common stock acquired on October 28, 2025 (the "Conversion Shares") by Transocean International Limited in connection with the exercise of its right to convert \$3,000,000 of outstanding principal amount of loans, together with accrued interest (the "Note Conversion"), made pursuant to that certain Senior Secured Term Loan Agreement, dated as of September 18, 2023, by and among the Issuer, the collateral agent and the other lenders party thereto (as amended, the "Convertible Note"). Loans made pursuant to the Convertible Note were convertible into shares of the Issuer's common stock at a conversion price of \$1.76 per share.

/s/ Daniel Ro-Trock, Assistant
Corporate Secretary

10/31/2025

** 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.