
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Nauticus Robotics, Inc.

(Name of Issuer)

Common stock, par value \$0.0001 per share

(Title of Class of Securities)

63911H306

(CUSIP Number)

**Chelsea Hassell
Chevron House, 11 Church Street, First Floor (North)
Hamilton, D0, HM11
1 441 543-9870**

**Sandro Thoma
Turmstrasse 30,
Steinhausen, V8, CH-6312
41 41 749-0500**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

10/28/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 63911H306

1 Name of reporting person
 Transocean International Limited
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

4 OO
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
 Citizenship or place of organization

6 BERMUDA

7 Sole Voting Power
 0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power
 2,150,716.00

9 Sole Dispositive Power
 0.00

10 Shared Dispositive Power
 2,150,716.00

11 Aggregate amount beneficially owned by each reporting person
 2,150,716.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13
 Percent of class represented by amount in Row (11)
 15.8 %

14 Type of Reporting Person (See Instructions)
 CO

Comment for Type of Reporting Person: (1) See Item 3 for additional information regarding the source of funds reported in Row (4). (2) The shares of common stock of the Issuer reported as beneficially owned by the Reporting Person were acquired in connection with the Note Conversion (as defined below). The amount reported also includes 6,421 additional 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 (the "Earnout Shares"). (3) The percentage reported in Row (13) is based on 13,603,877 shares of the Issuer's common stock outstanding as of October 30, 2025, as provided by the Issuer, including all Conversion Shares (as defined below) and Earnout Shares in accordance with Rule 13d-3(d)(1)(i).

SCHEDULE 13D

CUSIP No. 63911H306

1 Name of reporting person
 Transocean Ltd.

2 Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 SWITZERLAND

Sole Voting Power

7

0.00

Number of Shares Beneficially

Shared Voting Power

Owned by Each Reporting Person

8 2,150,716.00

Sole Dispositive Power

9

0.00

With: Shared Dispositive Power

10

2,150,716.00

Aggregate amount beneficially owned by each reporting person

11 2,150,716.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 15.8 %

Type of Reporting Person (See Instructions)

14 CO

Comment (1) See Item 3 for additional information regarding the source of funds reported in Row (4). (2) The shares of common for Type stock of the Issuer reported as beneficially owned by the Reporting Person consist of the Conversion Shares and of Earnout Shares owned by Transocean International Limited. (3) The percentage reported in Row (13) is based on Reporting 13,603,877 shares of the Issuer's common stock outstanding as of October 30, 2025, as provided by the Issuer, Person: including all Conversion Shares and Earnout Shares in accordance with Rule 13d-3(d)(1)(i).

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Common stock, par value \$0.0001 per share

Name of Issuer:

(b) Nauticus Robotics, Inc.

Address of Issuer's Principal Executive Offices:

(c) 17146 FEATHERCRAFT LANE, SUITE 450, WEBSTER, TEXAS , 77598.

Item 1 This Amendment No. 2 to Schedule 13D (this "Amendment") amends and supplements the statement on Schedule
Comment: 13D originally filed with the U.S. Securities and Exchange Commission on September 19, 2022, as previously amended (the "Prior 13D"), with respect to the common stock of Nauticus Robotics, Inc. (the "Issuer"). Unless set forth in this Amendment, all Items are unchanged from the Prior 13D. Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Prior 13D. Item 1 is deleted in its entirety and replaced with the

following: This statement on Schedule 13D (as amended, this "statement") relates to the common stock, par value \$0.0001 per share (the "common stock"), of the Issuer. The principal executive office of the Issuer is located at 17146 Feathercraft Lane, Suite 450, Webster, TX 77598.

Item 2. Identity and Background

- (a) Item 2 is amended and superseded, as the case may be, as follows: This Amendment is being filed jointly by Transocean International Limited (formerly known as Transocean Inc.) and Transocean Ltd. as separate persons and not as members of a group.
- (b) The principal business address of Transocean International Limited is Chevron House, 11 Church Street, First Floor (North), Hamilton, HM11, Bermuda. The principal business address of Transocean Ltd. is Turmstrasse 30, CH-6312 Steinhausen, Switzerland.
- (c) Transocean International Limited is a wholly owned subsidiary of Transocean Ltd. Transocean Ltd. is a leading international provider of offshore contract drilling services for oil and gas wells.
- (d) None of the Reporting Persons, during the last five years, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the Reporting Persons, during the last five years, has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceedings was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Transocean International Limited is a Bermuda exempted company limited by shares. Transocean Ltd. is a Swiss corporation.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is deleted in its entirety and replaced with the following: The shares of the Issuer's common stock reported herein as being beneficially owned by the Reporting Persons 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.

Item 4. Purpose of Transaction

Item 4 is deleted in its entirety and replaced with the following: The information set forth in Item 3 above is incorporated into this Item 4 by reference. Except as described in this Amendment, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

- (a) As of the date hereof, Transocean International Limited beneficially owns 2,150,716 shares of the Issuer's common stock, constituting approximately 15.81% of the 13,603,877 shares of the Issuer's common stock outstanding as of October 30, 2025, as provided by the Issuer, including all Conversion Shares and Earnout Shares in accordance with Rule 13d-3(d)(1)(i). 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.
- (b) Transocean Ltd. and Transocean International Limited have shared voting and dispositive power over the shares of common stock beneficially owned by Transocean International Limited.
- (c) Except as described herein, the Reporting Persons have not effected any reportable transactions in the shares of the Issuer's common stock within the last 60 days.
- (d) Except as set forth herein, no other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities owned by the Reporting Persons.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information provided or incorporated by reference in Item 3 and Item 4 is hereby incorporated by reference herein.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Transocean International Limited

Signature: /s/ Daniel Ro-Trock

Name/Title: Daniel Ro-Trock, by Power of Attorney

Date: 10/31/2025

Transocean Ltd.

Signature: /s/ Daniel Ro-Trock

Name/Title: Assistant Corporate Secretary

Date: 10/31/2025

LIMITED POWER OF ATTORNEY FOR SEC REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and appoints, effective as of January 7, 2025, each of Brady Long, Daniel RoTrock, Sandro Thoma, Kyle Vento or Pamela Easton acting individually and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- 1) prepare, execute, and submit to the U.S. Securities and Exchange Commission ("SEC"), for and on behalf of the undersigned, a Form ID, including, without limitation, amendments thereto, and any other documents necessary or appropriate to obtain and maintain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required or considered by such attorney-in-fact to be advisable under Section 13 or Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or any rule or regulation promulgated thereunder;
- 2) prepare, execute and submit to the SEC, any national securities exchange on which the securities of the undersigned are listed (each an "**Exchange**") or similar authority any and all reports and documents (including, without limitation, any amendments thereto) the undersigned is required to file with the SEC or such Exchange, or which such attorney-in-fact considers advisable to file with the SEC or such Exchange, including, without limitation, under Section 13 or Section 16 of the Exchange Act or any rule or regulation promulgated thereunder, or pursuant to the Securities Act of 1933, as amended (the "**Securities Act**"), or any rule or regulation promulgated thereunder, or otherwise with respect to any security of the undersigned (including, without limitation, Forms 3, 4 and 5, Schedules 13D and 13G, and Forms S-1, S-3, S-4, S-8 and 144 (individually, a "**Form**" and collectively, "**Forms**"));
- 3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form, complete and execute any amendments thereto, and timely file such Forms with the SEC, any Exchange or similar authority; and
- 4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, are not assuming, nor is the undersigned assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of the Exchange Act or any rule or regulation promulgated thereunder or any provision of the Securities Act or any rule or regulation promulgated thereunder.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no

longer required to file Forms with respect to any securities of the undersigned and transactions in such securities unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney on this 27th day of January 2025.

Signed and acknowledged:

TRANSOCEAN INTERNATIONAL LIMITED

/s/ William Flance

William Flance, Director