

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 5, 2024

C3.AI, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-39744

(Commission File Number)

26-3999357

(IRS Employer Identification No.)

1400 Seaport Blvd

Redwood City, CA

(Address of Principal Executive Offices)

94063

(Zip Code)

(650) 503-2200

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, par value \$0.001 per share	AI	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d)

On October 5, 2024, the board of directors (the “*Board*”) of C3.ai, Inc. (the “*Company*”) elected General John E. Hyten, Ret. to the Board, effective immediately. Gen. Hyten was elected as a Class II director to hold office until the Company’s 2025 Annual Meeting of Stockholders and until his successor has been duly elected and qualified or until his earlier death, resignation, or removal.

Consistent with its compensation for directors generally, Gen. Hyten will receive options to purchase shares of Class A common stock, but will not receive any cash compensation for his service on the Board. As a newly elected director, Gen. Hyten will receive options to purchase shares of Class A Common Stock under the Company's Amended and Restated 2020 Equity Incentive Plan, as amended, having an aggregate grant date fair value of \$350,000 and vesting over a five-year period.

There is no arrangement or understanding between Gen. Hyten and any other persons pursuant to which he was elected as a director. Gen. Hyten has no direct or indirect material interest in any transaction required to be disclosed by the Company pursuant to Item 404(a) of Regulation S-K.

On October 9, 2024, the Company issued a press release announcing Gen. Hyten’s election to the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 9, 2024.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

C3.ai, Inc.

Dated: October 9, 2024

By: /s/ Thomas M. Siebel
Thomas M. Siebel
Chief Executive Officer and Chairman of the Board of
Directors

General (Ret.) John E. Hyten Joins C3 AI Board of Directors

REDWOOD CITY, Calif. — October 9, 2024 — [C3 AI](#) (NYSE: AI), the Enterprise AI application software company, today announced that General (Ret.) John E. Hyten has been appointed to its board of directors, effective immediately.

"General Hyten is a distinguished military leader who guided the U.S. military through periods of significant transformation," said Thomas M. Siebel, Chairman and CEO, C3 AI. "His deep understanding of the necessity of AI to modernize the defense sector along with his first-hand experience with government agencies are invaluable as we continue to assist our federal and intelligence communities to deploy enterprise AI at scale."

As a board member, General Hyten will work with the board of directors and with C3 AI's leadership team to shape strategic direction as the company continues to deliver innovative solutions across the federal, defense, and intelligence communities.

"I am honored to join the board of directors at C3 AI during this pivotal moment in AI adoption for national security and economic prosperity," said General Hyten. "My experience with C3 AI over the past few years has solidified my conviction in the company's deliberate and secure approach to delivering rapid AI solutions for defense and intelligence. I'm thrilled to help ensure we deliver the excellence our customers expect in the defense industry."

General John Hyten served for 40 years with distinction in the U.S. Airforce including Commander of the Air Force Space Command, Commander of the United States Strategic Command, and Vice Chairman of the Joint Chiefs of Staff.

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About C3.ai, Inc.

C3 AI is the Enterprise AI application software company. C3 AI delivers a family of fully integrated products including the C3 AI Platform, an end-to-end platform for developing, deploying, and operating enterprise AI applications, C3 AI applications, a portfolio of industry-specific SaaS enterprise AI applications that enable the digital transformation of organizations globally, and C3 Generative AI, a suite of domain-specific generative AI offerings for the enterprise.

C3 AI Public Relations

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