

**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): May 20, 2025

C3.AI, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1400 Seaport Blvd
Redwood City, CA
(Address of Principal Executive Offices)
001-39744

(Commission File Number)

(IRS Employer Identification No.)

94063
(Zip Code)

26-3999357

(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:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|--------------------------|--|
| 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.

Election of Director

On May 20, 2025, the board of directors (the “**Board**”) of C3.ai, Inc. (the “**Company**”) elected Kenneth A. Goldman to the Board, effective May 21, 2025. Mr. Goldman was elected as a Class I director to hold office until the Company’s 2027 Annual Meeting of Stockholders and until his successor has been duly elected and qualified or until his earlier death, resignation, or removal. Mr. Goldman will also serve as a member of the Audit Committee of the Board.

Consistent with its compensation for directors generally, Mr. Goldman 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, Mr. Goldman 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 \$900,000 and vesting over a five-year period.

There is no arrangement or understanding between Mr. Goldman and any other persons pursuant to which he was elected as a director. Mr. Goldman 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 May 27, 2025, the Company issued a press release announcing Mr. Goldman’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 Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|----------------------|---|
| 99.1 | Press Release dated May 27, 2025. |
| 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: May 27, 2025

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

Kenneth A. Goldman Joins C3 AI Board of Directors

REDWOOD CITY, Calif. — May 27, 2025 — **C3 AI** (NYSE: AI), the Enterprise AI application software company, today announced that Kenneth A. Goldman has been appointed to its board of directors, effective May 21, 2025. Goldman brings over four decades of experience in financial leadership and corporate strategy for companies spanning enterprise software, internet services and other technology categories to the board.

“With a proven record of scaling and leading industry pioneers, Ken’s expertise in financial stewardship and operational rigor will be invaluable to C3 AI,” said Thomas M. Siebel, Chairman and CEO, C3 AI. “We are very pleased to welcome Ken to the board and look forward to working with him as we further shape the future of Enterprise AI.”

As a board member, Goldman will work closely with C3 AI’s leadership team and its board of directors to guide the company as it continues to scale, with a particular focus on financial operations and governance.

“In a fast-evolving enterprise software landscape, C3 AI stands out for its ambitious mission and clear-eyed leadership,” said Goldman. “Having spent decades helping technology companies grow through discipline and long-term vision, I’m honored to join Tom and work alongside a world-class board as C3 AI scales its impact and drives meaningful innovation with Enterprise AI.”

Most recently, Goldman served as President at Hillspire, a family office and asset management firm where he oversaw financial and administrative functions. Prior, Goldman served as Chief Financial Officer for Yahoo!, Fortinet, and Siebel Systems. Having served on over 40 corporate boards in various capacities over the course of his career, Goldman today serves on the boards of directors of Fortinet and RingCentral, and as a member of the Public Company Accounting Oversight Board’s (PCAOB) Investor Advisory Group. He is also a Trustee Emeritus of Cornell University.

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 Agentic 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 large AI transformer models for the enterprise.

C3 AI Public Relations

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Investor Relations

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