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): August 25, 2026

C3.AI, INC.
(Exact name of Registrant as Specified in Its Charter)

Delaware	(Commission File Number)	(IRS Employer Identification No.)
(State or Other Jurisdiction of Incorporation)		
1400 Seaport Blvd **Redwood City, CA** (Address of Principal Executive Offices)		**94063** (Zip Code)
001-39744	**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.

On August 25, 2026, the board of directors (the “**Board**”) of C3.ai, Inc. (the “**Company**”) appointed John C. Dwyer to the Board, effective August 25, 2026. Mr. Dwyer was appointed as a Class III director to hold office until his successor has been duly elected and qualified or until his earlier death, resignation, or removal. Mr. Dwyer’s initial term will run until the Company’s 2026 Annual Meeting of Stockholders.

There are no arrangements or understandings between Mr. Dwyer and any other person pursuant to which he was appointed as a director of the Company. Mr. Dwyer is not a party to and has no direct or indirect material interest in any transaction or proposed transaction in which the Company is or is to be a participant for which disclosure would be required under Item 404(a) of Regulation S-K.

As a non-employee director, Mr. Dwyer is entitled to the Company’s standard non-employee director compensation (as described in the Company’s proxy statement relating to its annual meeting of stockholders), including an initial option award having a grant date fair value of $900,000 and vesting over a five-year period, subject to the terms of the Company’s non-employee director compensation policy. Mr. Dwyer has also entered into the Company’s standard indemnification agreement.

SIGNATURES

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

C3.ai, Inc.

Dated: August 27, 2026

By: /s/ Thomas M. Siebel

Thomas M. Siebel

Chief Executive Officer and Chairman of the Board of Directors