

**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): April 9, 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:

| 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.

(d)

On April 9, 2024, the board of directors (the “*Board*”) of C3.ai, Inc. (the “*Company*”) elected Alan Murray to the Board, effective May 1, 2024. Mr. Murray was elected as a Class I director to hold office until the Company’s 2024 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, Mr. Murray 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. Murray 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. Murray and any other persons pursuant to which he was elected as a director. Mr. Murray 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 April 9, 2024, the Company issued a press release announcing Mr. Murray’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 April 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: April 10, 2024

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

Alan Murray Joins C3 AI Board of Directors

REDWOOD CITY, Calif. — April 9, 2024 — C3 AI (NYSE: AI), the Enterprise AI application software company, today announced that Alan Murray, CEO of Fortune Media, will join its board of directors, effective May 1, 2024. Murray brings a wealth of experience in business journalism, leadership, and corporate strategy to the board.

In his role as a board member, Murray will collaborate closely with C3 AI's leadership team to provide strategic guidance as the company continues to grow and drive innovation in enterprise AI across industries.

Thomas M. Siebel, Chairman and CEO, C3 AI, expressed his enthusiasm about Murray's appointment, stating, "Alan Murray is a highly respected leader with a proven track record of thought leadership in management and innovation. His deep understanding of global business trends and dynamics will be invaluable as we continue to expand our market presence and help organizations harness the power of artificial intelligence at scale."

Alan Murray commented on his appointment, saying, "I am thrilled to join the board of C3 AI, a company at the forefront of the AI revolution. I have long admired C3 AI's commitment to delivering transformative AI solutions that enable businesses to thrive in today's rapidly evolving digital landscape. I look forward to working closely with Tom and the rest of the board to help shape C3 AI's strategic direction and drive sustained success."

Prior to his role as CEO of Fortune Media, Murray served as Chief Content Officer at Time Inc., Editor-in-Chief of Fortune, and Executive Editor of The Wall Street Journal.

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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