

**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): July 21, 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.

On July 21, 2025, Thomas M. Siebel, Chief Executive Officer and Chairman of the Board of Directors of C3.ai, Inc. (the “Company”), and the Board of Directors of the Company (the “Board”) decided to initiate a search for a new Chief Executive Officer. The Company has engaged an internationally renowned search firm to conduct a formal search process to identify a new Chief Executive Officer under the direction of a search committee consisting of members of the Board and the Company’s management team.

When a successor is identified, Mr. Siebel will continue in the role of Executive Chairman focusing on strategy, product innovation, strategic partners and customer relationships.

Item 7.01 Regulation FD Disclosure.

On July 24, 2025, the Company issued a press release and blog post announcing the foregoing. Copies of the press release and blog post are furnished as Exhibits 99.1 and 99.2 hereto and are incorporated herein by reference.

The information contained in this Item 7.01 of this Current Report on Form 8-K, including the accompanying Exhibits 99.1 and 99.2 hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filings, unless expressly incorporated by specific reference in such filing.

Item 9.01 Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated July 24, 2025.
99.2	Blog Post dated July 24, 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: July 24, 2025

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

Tom Siebel and the Board initiate search for successor CEO at C3 AI

REDWOOD CITY, Calif.--(BUSINESS WIRE) -- July 24, 2025-- C3.ai, Inc. (“C3 AI,” “C3,” or the “Company”) (NYSE: AI), the Enterprise AI application software company, today announced that it has initiated a search for Mr. Siebel’s successor as Chief Executive Officer of C3 AI. The search will be conducted by an internationally renowned search firm reporting to a search committee consisting of members of the C3.ai board and management team.

“After being diagnosed with an autoimmune disease in early 2025, I have experienced significant visual impairment,” said Thomas M. Siebel, Chairman and CEO of C3 AI. “For C3 AI to reach its full potential – which I believe is spectacular – the board and I have initiated a search for a new CEO who can take the company to the next level of growth and success. I will remain fully engaged as Chief Executive Officer of C3.ai until such time as the C3.ai board appoints my successor after which I will continue in the role of Executive Chairman focusing on strategy, product innovation, strategic partner and customer relationships.”

About C3.ai, Inc.

C3.ai, Inc. (NYSE: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.

Investor Contact

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CEO Succession Plan

Dear Shareholders, Customers, Partners, Employees, Friends,

As many of you know, I was diagnosed with an autoimmune disease in early 2025 and have had some consequent health issues that damaged my optic nerve, causing significant visual impairment. The good news is that I have regained my strength, but for my eyesight, I am operating again at 100%.

That being said, having given this a lot of thought, I am satisfied that for C3.ai to reach its full potential—that I continue to believe is spectacular—C3.ai needs a CEO who can get on a plane at the drop of a hat and visit the White House, the Pentagon, New York, Paris, London, etc., and if necessary, do so for an extended duration, given my vision limitations that is not possible.

As a result, the board and I have decided to initiate a search for a highly experienced and highly qualified Chief Executive Officer of C3.ai who can take this company to the next level and realize its full potential. The search will be conducted by an internationally renowned search firm reporting to a search committee consisting of members of the C3.ai board and management team.

Be assured that I will remain fully engaged as Chief Executive Officer of C3.ai until the board appoints my successor. When a successor is identified, I will continue in the role of Executive Chairman, focusing on strategy, product innovation, strategic partners, and customer relationships.

Sincerely,

Thomas M. Siebel

July 24, 2025