

**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): December 17, 2021

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.)

1300 Seaport Blvd, Suite 500

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.

Appointment of Lisa A. Davis

On December 18, 2021, the board of directors (the “**Board**”) of C3.ai, Inc. (the “**Company**”) elected Lisa A. Davis to the Board, effective immediately. Ms. Davis was elected as a Class II director to hold office until the Company’s 2022 Annual Meeting of Stockholders and until her successor has been duly elected and qualified or until her earlier death, resignation, or removal. Ms. Davis will also serve as a member of the Audit Committee of the Board.

Consistent with its compensation for directors generally, Ms. Davis will receive options to purchase shares of Class A common stock, but will not receive any cash compensation for her service on the Board. As a newly elected director, Ms. Davis will receive options under the Company’s Amended and Restated 2020 Equity Incentive Plan having an aggregate grant date fair value of \$900,000 and vesting over a five-year period.

There is no arrangement or understanding between Ms. Davis and any other persons pursuant to which she was elected as a director. Ms. Davis 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 December 20, 2021, the Company issued a press release announcing Ms. Davis’s election to the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Resignation of Lorenzo Simonelli

On December 17, 2021, Lorenzo Simonelli resigned from the Board. Mr. Simonelli’s resignation is not the result of any disagreement with the Company on any matter relating to the Company’s operation, policies or practices.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated December 20, 2021.
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: December 20, 2021

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

Global Energy Industry Veteran Lisa A. Davis Joins C3 AI Board of Directors

Senior executive brings broad experience across energy, manufacturing, and healthcare as trusted advisor to the Enterprise AI application software provider

REDWOOD CITY, Calif. — December 20, 2021 — C3.ai, Inc. (NYSE: AI), the Enterprise AI software company, today announced that it has appointed energy industry veteran Lisa A. Davis to its Board of Directors.

“Lisa is a recognized global leader in the industrial and energy industries,” said C3 AI CEO Thomas M. Siebel. “She further enhances our company’s reach with her expansive knowledge and distinguished career. We are excited to welcome Lisa to the Board.”

Ms. Davis brings more than 30 years of experience across the energy and industrial sectors. She has served in various capacities and leadership positions with several of the world’s largest corporations, including Texaco and Shell. Most recently, Ms. Davis served as a member of the managing board for Siemens AG, the largest industrial manufacturing company in Europe, serving as CEO of Siemens Gas and Power. Currently, she serves as a board member for Air Products, Phillips 66, and Penske Automotive Group. Ms. Davis previously served on the boards of Siemens Gamesa Renewable Energy and Spectris PLC.

“I am impressed with C3 AI’s leadership in serving some of the world’s largest and most complex industries as they digitally transform with Enterprise AI,” Ms. Davis said. “I am excited to work alongside such a talented and diverse group of industry professionals to usher in this new phase of growth.”

C3 AI also announced that Lorenzo Simonelli stepped down from the C3 AI Board effective December 17, 2021. C3 AI thanks Mr. Simonelli for his years of service as a director and is grateful for his leadership and guidance in establishing C3 AI as a leader in Enterprise AI. Mr. Simonelli will continue to be actively engaged with the C3 AI board and senior management team through the BakerHughesC3.ai strategic partnership.

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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 Suite, an end-to-end platform for developing, deploying, and operating enterprise AI applications and C3 AI Applications, a portfolio of industry-specific SaaS enterprise AI applications that enable the digital transformation of organizations globally.

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