

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): June 11, 2026

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.

Leave of Absence of Director

On June 11, 2026, Jim H. Snabe notified C3.ai, Inc. (the “**Company**”) that he would be taking a leave of absence from the Board of Directors (the “**Board**”) of the Company and as special advisor to the Company’s Chief Executive Officer, effective immediately (the “**Effective Date**”), in connection with his appointment as Special Envoy to the European Commission for Industrial Artificial Intelligence. Mr. Snabe will not stand for re-election at the Company’s 2026 annual stockholder meeting. Further, during the leave of absence, Mr. Snabe will neither have a vote as a member of the Board, nor perform the duties of a member of the Board or a special advisor to the Chief Executive Officer. Mr. Snabe is expected to return to his role as a director and special advisor to the Company’s Chief Executive Officer following the conclusion of the leave of absence, although the duration of such leave has not been determined. The Board thanks Mr. Snabe for his service to the Company.

Effective as of the calendar day immediately following the Effective Date, the Board reduced the number of directors constituting the Board from twelve to eleven.

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: June 16, 2026

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