

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 14, 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)

26-3999357
(650) 503-2200
(Registrant's Telephone Number, Including Area Code)

(IRS Employer Identification No.)

94063
(Zip 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 8.01 Other Events.

Ruling on Motion to Dismiss Securities Class Action Complaint

As previously disclosed, a putative securities class action complaint (captioned *John Liggett, Sr., et al. v. C3 AI, Inc., et al.*, No. 3:25-cv-07129-TLT) was filed on August 22, 2025, in the U.S. District Court for the Northern District of California against C3.ai, Inc. (the “Company”) and certain of its officers.

On July 14, 2026, the Court granted defendants’ motion to dismiss the complaint in its entirety. The Court dismissed every cause of action.

Caution Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of United States federal securities laws. Words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "plans," and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements, including our statements regarding our expectations around the pending litigation, largely on our current expectations and projections about future events. These forward-looking statements speak only as of the date of this report and are subject to risks, uncertainties, and assumptions, including, among other things, the risk that the remaining claims may not be resolved in our favor, which could lead to unexpected costs, liabilities, or delays in the resolution of this matter. Further information on risks that could affect the Company's results is included in our filings with SEC, including our Form 10-K for the year ended April 30, 2026, and other reports that we may file with the SEC from time to time, which could cause actual results to vary from expectations. If the risks materialize or assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. The Company assumes no obligation to, and does not currently intend to, update any such forward-looking statements after the date of this Current Report on Form 8-K, except as required by applicable law.

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 17, 2026

By:

/s/ Thomas M. Siebel

Thomas M. Siebel

Chief Executive Officer and Chairman of the Board of
Directors