

**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): October 2, 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 5.07 Submission of Matters to a Vote of Security Holders.**

On October 2, 2024, C3.ai, Inc. (the “**Company**”) held its 2024 Annual Meeting of Stockholders (the “**Annual Meeting**”) virtually via live webcast. At the Annual Meeting, the Company’s stockholders voted on the three proposals set forth below. A more detailed description of each proposal is set forth in the Company’s Proxy Statement filed with the Securities and Exchange Commission on August 22, 2024 (the “**Proxy Statement**”).

**Proposal 1 – Election of Directors.** The Company’s stockholders elected the following Class I director nominees to hold office until the Company’s 2027 Annual Meeting of Stockholders, and until his or her successor is duly elected and qualified or until his or her earlier death, resignation, or removal. The results of the vote were:

<b>Nominee</b>	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Vote</b>
Alan Murray	214,254,398	824,204	36,357,866
Thomas M. Siebel	203,940,512	11,138,090	36,357,866
KR Sridhar	199,000,402	16,078,200	36,357,866

**Proposal 2 – Approval, on a Non-Binding, Advisory Basis, of the Compensation of the Company’s Named Executive Officers.** The Company’s stockholders advised that they were in favor of the compensation of the Company’s named executive officers, as disclosed in the Proxy Statement. The results of the vote were:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
187,938,327	26,498,210	642,065	36,357,866

**Proposal 3 – Ratification of Independent Registered Public Accounting Firm.** The Company’s stockholders ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending April 30, 2025. The results of the vote were:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
249,533,225	1,096,309	806,934

No other matters were submitted for stockholder action at the Annual Meeting.

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## 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: October 8, 2024

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