

**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): **April 7, 2023**

UiPath, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40348
(Commission File Number)

47-4333187
(IRS Employer
Identification No.)

**One Vanderbilt Avenue, 60th Floor
New York, New York**
(Address of Principal Executive Offices)

10017
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(844) 432-0455**

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 Instructions 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 \$0.00001 per share	PATH	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 and effective April 7, 2023, the Board of Directors (the "Board") of UiPath, Inc. ("UiPath") appointed Karenann Terrell as a Director. She will stand for election at UiPath's 2023 Annual Meeting of Stockholders. Ms. Terrell most recently served as Chief Digital and Technology Officer of GlaxoSmithKline Plc from September 2017 through December 2021. Prior to that, Ms. Terrell served as the Chief Information Officer of Walmart Inc. from 2012 through 2017, having joined Walmart in 2010 as the Assistant Chief Information Officer. Ms. Terrell served on the board of Pluralsight, Inc. from 2017 through 2021. Ms. Terrell received a B.S. in Electrical Engineering from Kettering University and a M.S. in Electrical Engineering from Purdue University. We believe Ms. Terrell is qualified to serve on our Board because of her broad IT and digital experiences. She brings to our Board extensive experience as an officer with information technology across industries and as a director of a publicly traded software company.

In connection with her election to the Board, Ms. Terrell will receive a one-time grant of restricted stock units in the amount of \$600,000, which will vest over three years, with one-third of the initial RSU vesting on each of the first, second, and third anniversaries of the date of grant. Ms. Terrell has been appointed to the Audit Committee of the Board. There are no arrangements or understandings between Ms. Terrell and any other persons pursuant to which she was elected as a director. The Board has determined that Ms. Terrell is independent in accordance with the applicable rules of the New York Stock Exchange. There are no transactions between Ms. Terrell and UiPath that would require disclosure under Item 404(a) of Regulation S-K.

On April 11, 2023, Ms. Jennifer Tejada, a member of our Board since September 2020, notified UiPath that she has decided to not stand for reelection to our Board at the 2023 Annual Meeting of Stockholders and will be resigning from the Board, effective April 13, 2023. Ms. Tejada's decision is not due to any disagreements with UiPath. UiPath thanks Ms. Tejada for her service.

A copy of the press release announcing Ms. Terrell's appointment is attached hereto as Exhibit 99.1. The information in the press release attached 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 under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

[99.1](#) [Press Release, dated April 13, 2023](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UiPath, Inc.

By: /s/ Brad Brubaker
Chief Legal Officer and Secretary

Date: April 13, 2023

UiPath Appoints Fortune 500 Executive Karenann Terrell to its Board of Directors

Deepens Board expertise with technology industry veteran to support continued growth as businesses continue turn to enterprise automation to rapidly advance digital transformation initiatives

NEW YORK, NY, April 13, 2023 – UiPath (NYSE: PATH), a leading enterprise automation software company, today announced the appointment of Karenann Terrell to its Board of Directors. Terrell brings decades of experience in corporate leadership and digital and cybersecurity technologies, and a long and successful track record of leading innovative and diverse teams around the world.

Terrell has served in key roles at multiple Fortune 500 companies, including as the Chief Information Officer for Walmart Stores Inc., Baxter International, and DaimlerChrysler. Most recently, she served as the Chief Digital & Technology officer for GSK plc. (formerly GlaxoSmithKline). As a transformational technology leader, she has been recognized as 'CIO of the year' by NASSCOM and has been awarded the Fisher-Hopper Prize for lifetime achievement in CIO leadership. Terrell also serves as a senior advisor to Insight Partners and is a member of Google Cloud Advisory Board.

"Karenann is an incredible addition to the UiPath Board of Directors," said Daniel Dines Chairman of the Board and UiPath Co-Founder and Co-CEO. "As a champion of the customer experience, she brings depth in building markets, driving operational excellence, and leading high-performing teams. We believe she will bring fresh perspectives to our business while we help our customers accelerate innovation as UiPath continues to be a trusted enterprise automation advisor to customers around the globe."

"Businesses need to do more with less, facing the challenge of investing time, money, and talent in every new transformation initiative or opportunity," said Terrell. "As customer expectations continue to rise, businesses feel a deep sense of urgency to grow and innovate faster than ever. I believe UiPath is in a prime position to empower people enterprise-wide to create better ways to operate, innovate, and drive business outcomes more easily and efficiently than ever. It's an honor to join the UiPath Board of Directors and build on the momentum the company has achieved in driving overall value to all stakeholders."

Terrell also serves on the Board of Directors at Fractal, a global provider of artificial intelligence and advanced analytics to Fortune 500 companies. She earned her Master of Science in Electrical Engineering from Purdue University and her Bachelor of Science in Electrical Engineering from Kettering University.

About UiPath

UiPath (NYSE: PATH) is on a mission to uplevel knowledge work so more people can work more creatively, collaboratively, and strategically. The AI-powered UiPath Business Automation Platform combines the leading robotic process automation (RPA) solution with a full suite of capabilities to understand, automate, and operate end-to-end processes, offering unprecedented time-to-value. For organizations that need to evolve to survive and thrive through increasingly changing times, UiPath is The Foundation of Innovation™. For more information, visit www.uipath.com.

Contacts

Media Contact

Toni lafrate
UiPath
pr@uipath.com

Investor Relations Contact

Kelsey Turcotte
UiPath
investor.relations@uipath.com