

**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 12, 2024

MAPLEBEAR INC.

Delaware
(State or other jurisdiction of
incorporation)

(Exact name of registrant as specified in its charter)
001-41805
(Commission File Number)

46-0723335
(IRS Employer
Identification No.)

**50 Beale Street, Suite 600
San Francisco, California 94105**
(Address of principal executive offices) (Zip code)

(888) 246-7822
(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 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
Common Stock, par value \$0.0001 per share	CART	Nasdaq Global Select Market

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 April 12, 2024, the Board of Directors (the “**Board**”) of Maplebear Inc. (the “**Company**”), upon recommendation of the Nominating and Corporate Governance Committee of the Board (the “**Nominating Committee**”), appointed Victoria Dolan as a Class I director and member of the Audit Committee of the Board (the “**Audit Committee**”), effective immediately. The term of Ms. Dolan’s directorship will expire at the Company’s 2024 Annual Meeting of Stockholders (the “**2024 Annual Meeting**”), at which time she will stand for re-election as a Class I director nominee. Also on April 12, 2024, Jeffrey Jordan and Barry McCarthy each determined to retire from and not stand for re-election to the Board when their terms as Class I directors expire at the 2024 Annual Meeting. Ms. Dolan will also begin serving as chairperson of the Audit Committee, effective upon the expiration of Mr. McCarthy’s term as a director at the 2024 Annual Meeting. Mr. Jordan’s and Mr. McCarthy’s decisions to retire as directors were not due to any disagreements between either director and the Company.

There is no arrangement or understanding between Ms. Dolan and the Company or any other person pursuant to which Ms. Dolan was elected as a director. Additionally, there are no transactions involving the Company and Ms. Dolan that the Company would be required to report pursuant to Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”).

For her service on the Board and the Audit Committee, Ms. Dolan will be compensated pursuant to the Company’s Non-Employee Director Compensation Policy, a copy of which is attached as Exhibit 10.6 to the Company’s Registration Statement on Form S-1 filed with the Commission on August 25, 2023 (File No. 333-274213). As set forth in such policy, Ms. Dolan’s compensation consists of a cash retainer for service on the Board and an additional cash retainer for service as a member of the Audit Committee prior to the 2024 Annual Meeting and chairperson of the Audit Committee from and after the 2024 Annual Meeting, as well as an initial restricted stock unit (“**RSU**”) award upon her appointment to the Board and an additional RSU award to be granted on the date of each annual meeting of stockholders following her appointment, including the 2024 Annual Meeting.

Ms. Dolan has entered into the Company’s standard form of indemnification agreement, the form of which is attached as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 filed with the Commission on August 25, 2023 (File No. 333-274213).

Item 7.01 Regulation FD Disclosure.

A copy of the press release announcing Ms. Dolan’s appointment as a Class I director of the Board and the retirement of Mr. Jordan and Mr. McCarthy upon the expiration of their terms as Class I directors at the 2024 Annual Meeting is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information furnished in this Item 7.01, including Exhibit 99.1 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 into any other filing under the Securities Act or the Exchange Act, regardless of any general incorporation language in such filing, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated April 16, 2024.
104.1	Cover Page Interactive Data File (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.

Maplebear Inc.

Date: April 16, 2024

By: /s/ Fidji Simo

Fidji Simo

Chief Executive Officer

INSTACART APPOINTS VICTORIA DOLAN TO BOARD OF DIRECTORS

San Francisco - April 16, 2024 - Instacart (NASDAQ: CART), the leading grocery technology company in North America, today announced that Victoria Dolan, former CFO of Revlon, has joined the company's Board of Directors. Dolan is a seasoned financial expert and business leader with more than 30 years of experience in the consumer packaged goods (CPG) and retail industries. Separately, after years of dedicated service, Jeff Jordan, General Partner at Andreessen Horowitz, and Barry McCarthy, President and Chief Executive Officer of Peloton, will retire from Instacart's Board of Directors when their terms expire at the company's 2024 Annual Meeting of Stockholders.

"Victoria's decades of experience and deep understanding of the CPG and retail industries will be invaluable as we continue to introduce new technology solutions for our partners. We have a bold vision to build the technologies that power every single grocery transaction, and Victoria's expertise will be an incredible asset as we continue to transform the grocery shopping experience," said Instacart CEO and Chair Fidji Simo. "I also want to thank Jeff and Barry for their immeasurable contributions to Instacart. They both brought unparalleled expertise to our Board of Directors as we've grown and entered the public market, and we're grateful for their years of support."

Dolan's professional experience spans strategic planning, finance, supply chain, and operations at several respected companies. She served as CFO of Revlon for nearly five years, and prior to that, she spent nearly 10 years at Colgate-Palmolive, serving as the company's Chief Transformation Officer, Corporate Controller and Principal Accounting Officer, and Colgate-Palmolive Europe's Vice President of Finance and Strategic Planning. Prior to Colgate-Palmolive, Dolan held multiple management positions with Marriott International, Inc. and The Coca-Cola Company. She currently sits on the Board of Directors for Stericycle, a company specializing in regulated waste management and compliance services, and advises several nonprofits on various financial-related matters.

"I'm thrilled to join Instacart's Board of Directors," said Dolan. "The CPG and retail industries have changed significantly over the last several decades, but never more so than over the last few years. In today's business environment, companies in this space need a technology partner they can trust to continue to deliver for them and their customers in new ways — and I firmly believe that Instacart is that company. I'm looking forward to working with Fidji and the rest of the Board of Directors to bring this company's ambitious vision to life."

Jordan's and McCarthy's Board terms expire at Instacart's 2024 Annual Meeting of Stockholders, and they will not stand for re-election. Jordan joined Instacart's Board of Directors in 2014, advising the company from its early start-up days through its public market debut in September 2023. McCarthy joined Instacart's Board of Directors in 2021, advising the company during a critical period of maturation as it charted a path to sustained, profitable growth. Instacart expects that Dolan will replace McCarthy as Chair of its Audit Committee of the Board of Directors, effective as of its 2024 Annual Meeting of Stockholders.

In addition to Dolan, Jordan and McCarthy, Instacart's Board of Directors also currently includes Instacart CEO and Chairperson Fidji Simo; Ravi Gupta, Partner at Sequoia Capital; Meredith Kopit Levien, President and CEO of The New York Times Company; Michael Moritz, Former Partner at Sequoia Capital; Lily Sarafan, Co-founder and Executive Chair of The Key; Frank Slooman, Chairman of Snowflake; and Daniel Sundheim, Founder and CIO of D1 Capital Partners.

About Instacart

Instacart, the leading grocery technology company in North America, works with grocers and retailers to transform how people shop. The company partners with more than 1,500 national, regional, and local retail banners to facilitate online shopping, delivery and pickup services from more than 85,000 stores across North America on the Instacart Marketplace. Instacart makes it possible for millions of people to get the groceries they need from the retailers they love, and for approximately 600,000 Instacart shoppers to earn by picking, packing and delivering orders on their own flexible schedule. The Instacart Platform offers retailers a suite of enterprise-grade technology products and services to power their e-commerce experiences, fulfill orders, digitize brick-and-mortar stores, provide advertising services, and glean insights. With Instacart Ads, thousands of CPG brands – from category leaders to emerging brands – partner with the company to connect directly with consumers online, right at the point of purchase. With Instacart Health, the company is providing tools to increase nutrition security, make healthy choices easier for consumers, and expand the role that food can play in improving health outcomes. For more information, visit www.instacart.com/company, and to start shopping, visit www.instacart.com.