

**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): May 29, 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 5.07 Submission of Matters to a Vote of Security Holders.

On May 29, 2024, Maplebear Inc. (the “**Company**”) held its 2024 Annual Meeting of Stockholders (the “**Annual Meeting**”). Holders of the Company’s common stock were entitled to one vote for each share held as of the close of business on April 5, 2024. The Company’s stockholders voted on the following four proposals at the Annual Meeting, each of which is described in more detail in the Company’s definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission on April 17, 2024 (the “**Proxy Statement**”):

1. To elect two Class I directors to hold office until the 2027 Annual Meeting of Stockholders and until their successors are duly elected and qualified, or until their earlier death, resignation, or removal;
2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024;
3. To approve, on non-binding advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Proxy Statement; and
4. To determine, on a non-binding advisory basis, the frequency of future stockholder advisory votes to approve the compensation of the Company’s named executive officers.

The final results with respect to each proposal are set forth below:

Proposal 1 - Election of Directors

The Company’s stockholders elected each of the two nominees named below as Class I directors to serve until the Company’s 2027 annual meeting of stockholders and until their successors have been duly elected and qualified, or until their earlier death, resignation, or removal. The voting results are set forth below:

Director Nominee	For	Withheld	Broker Non-Votes
Fidji Simo	134,785,349	12,065,339	36,766,348
Victoria Dolan	146,778,438	72,250	36,766,348

Proposal 2 - Ratification of Appointment of Independent Registered Public Accounting Firm

The Company’s stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024. The voting results are set forth below:

For	Against	Abstain
183,416,490	154,773	45,773

Proposal 3 - Non-Binding Advisory Vote to Approve the Compensation of the Company’s Named Executive Officers

The Company’s stockholders approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers as disclosed in the Proxy Statement. The voting results are set forth below:

For	Against	Abstain	Broker Non-Votes
146,084,362	715,575	50,751	36,766,348

Proposal 4 - Non-Binding Advisory Vote to Determine the Frequency of Future Non-Binding Advisory Votes to Approve the Compensation of the Company’s Named Executive Officers

The Company’s stockholders indicated, on a non-binding advisory basis, their preference for one year as the frequency of future non-binding advisory votes on the compensation of the Company’s named executive officers. The voting results are set forth below:

1 Year	2 Years	3 Years	Abstain	Broker Non-Votes
146,624,223	10,803	195,156	20,506	36,766,348

Pursuant to the recommendation of the Company's board of directors and consistent with the Company's stockholders' preference, the Company has determined to hold future non-binding advisory votes on the compensation of its named executive officers every year until the next required non-binding advisory vote to determine the frequency of stockholder votes to approve the compensation of the Company's named executive officers.

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: June 4, 2024

By: /s/ Fidji Simo

Fidji Simo

Chief Executive Officer