

**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

January 4, 2023
Date of Report (date of earliest event reported)

Salesforce, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32224
(Commission
File Number)

94-3320693
(IRS Employer
Identification No.)

Salesforce Tower
415 Mission Street, 3rd Fl
San Francisco, California 94105
(Address of principal executive offices)

Registrant's telephone number, including area code: (415) 901-7000

N/A

(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
Common Stock, par value \$0.001 per share	CRM	New York Stock Exchange , Inc.

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 2.05 Costs Associated with Exit or Disposal Activities

On January 4, 2023, Salesforce, Inc. (the “Company”) announced a restructuring plan (the “Plan”) intended to reduce operating costs, improve operating margins, and continue advancing the Company’s ongoing commitment to profitable growth. The Plan includes a reduction of the Company’s current workforce by approximately 10 percent and select real estate exits and office space reductions within certain markets. Decisions regarding the elimination of positions are subject to local law and consultation requirements in certain countries, as well as the Company’s business needs.

The Company estimates that it will incur approximately \$1.4 billion to \$2.1 billion in charges in connection with the Plan, of which approximately \$800 million to \$1.0 billion is expected to be incurred in the fourth quarter of fiscal 2023. These charges consist primarily of \$1.0 billion to \$1.4 billion in charges related to employee transition, severance payments, employee benefits, and share-based compensation; and \$450 million to \$650 million in exit charges associated with the office space reductions. Of the aggregate amount of charges that the Company estimates it will incur in connection with the Plan, the Company expects that approximately \$1.2 billion to \$1.7 billion will be in future cash expenditures.

The actions associated with the employee restructuring under the Plan are expected to be substantially complete by the end of the Company’s fiscal 2024, subject to local law and consultation requirements. The actions associated with the real estate restructuring under the Plan are expected to be fully complete in fiscal 2026.

The estimates of the charges and expenditures that the Company expects to incur in connection with the Plan, and the timing thereof, are subject to a number of assumptions, including local law requirements in various jurisdictions, and actual amounts may differ materially from estimates.

In addition, the Company may incur other charges or cash expenditures not currently contemplated due to unanticipated events that may occur, including in connection with the implementation of the Plan.

A letter to the Company’s employees from Marc Benioff, the Company’s Chair and Co-Chief Executive Officer, regarding the employee restructuring under the Plan is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements, including, but not limited to, statements related to the expected benefits of and timing of completion of the Plan, and the expected costs and charges of the Plan. Words such as “expects,” “anticipates,” “aims,” “projects,” “intends,” “plans,” “believes,” “estimates,” “seeks,” “assumes,” “may,” “should,” “could,” “would,” “foresees,” “forecasts,” “predicts,” “targets,” “commitments,” variations of such words and similar expressions are intended to identify such forward-looking statements. These forward-looking statements are based upon the Company’s current plans, assumptions, beliefs, and expectations. Forward-looking statements are subject to the occurrence of many events outside of the Company’s control. Actual results and the timing of events may differ materially from those contemplated by such forward-looking statements due to numerous factors that involve substantial known and unknown risks and uncertainties. These risks and uncertainties include, among other things, the risk that the restructuring costs and charges may be greater than anticipated; the risk that the Company’s restructuring efforts may adversely affect the Company’s internal programs and the Company’s ability to recruit and retain skilled and motivated personnel, and may be distracting to employees and management; the risk that the Company’s restructuring efforts may negatively impact the Company’s business operations and reputation with or ability to serve customers; the risk that the Company’s restructuring efforts may not generate their intended benefits to the extent or as quickly as anticipated; and other risks and uncertainties included in the reports on Forms 10-K, 10-Q and 8-K and in other filings the Company makes with the Securities and Exchange Commission from time to time, available at www.sec.gov. Forward-looking statements should be considered in light of these risks and uncertainties. Investors and others are cautioned not to place undue reliance on forward-looking statements. All forward-looking statements contained herein speak only as of the date hereof. The Company assumes no obligation and does not intend to update these forward-looking statements, except as required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Letter to Salesforce employees from Marc Benioff, dated January 4, 2023](#)

104 Cover Page Interactive Data File—the cover page XBRL tags are embedded within the Inline XBRL document

Signature

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.

Dated: January 4, 2023

Salesforce, Inc.

/s/ AMY WEAVER

Amy Weaver
President and Chief Financial Officer

Letter to Employees**Date:** January 4, 2023**Subject:** Important Company Update

As one ‘Ohana, over the last 23 years, Salesforce has built the #1 CRM that drives incredible customer success across every line of business for every industry around the world. We have never been more mission-critical to our customers. We have an unparalleled ecosystem, with thousands of partners and millions of Trailblazers building their companies on our platform.

However, the environment remains challenging and our customers are taking a more measured approach to their purchasing decisions. With this in mind, we’ve made the very difficult decision to reduce our workforce by about 10 percent, mostly over the coming weeks.

I’ve been thinking a lot about how we came to this moment. As our revenue accelerated through the pandemic, we hired too many people leading into this economic downturn we’re now facing, and I take responsibility for that.

Within the next hour, employees who are initially affected by this decision will receive an email letting them know. Our leadership will reach out directly to these employees, and provide clarity for their teams about changes within their organizations.

For those who will be leaving Salesforce, our priority is to fully support them, including by offering a generous package. In the U.S., affected employees will receive a minimum of nearly five months of pay, health insurance, career resources, and other benefits to help with their transition. Those outside the U.S. will receive a similar level of support, and our local processes will align with employment laws in each country.

The employees being affected aren’t just colleagues. They’re friends. They’re family. Please reach out to them. Offer the compassion and love they and their families deserve and need now more than ever. And most of all, please lean on your leadership, including me, as we work through this difficult time together.

I’m grateful for every single one of you who has contributed to our continued success as a company, and the hard work and sacrifices you have made to generate success for our hundreds of thousands of customers. You’ve built our company — for all of our stakeholders — and you’ve shown incredible resilience every step of the way.

With gratitude,

Marc