

**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): **January 28, 2026**

SNOWFLAKE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-39504
(Commission File Number)

46-0636374
(IRS Employer Identification No.)

Suite 3A, 106 East Babcock Street
Bozeman, Montana
(Address of Principal Executive Offices)¹

59715
(Zip Code)

(844) 766-9355
(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value	SNOW	The 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.

¹ The Company is a Delaware corporation with a globally distributed workforce and no corporate headquarters. Under the Securities and Exchange Commission's rules, the Company is required to designate a "principal executive office." For purposes of this report, it has designated its office in Bozeman, Montana as its principal executive office.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 28, 2026, Jeremy Burton, a Class III director of the Board of Directors (the “*Board*”) of Snowflake Inc. (the “*Company*”) and a member of the Cybersecurity Committee of the Board, provided notice of his resignation as a member of the Board and any committees thereof, effective January 30, 2026. Mr. Burton resigned in connection with the Company’s acquisition of Observe, Inc. (“*Observe*”) on February 2, 2026. Prior to the acquisition, Mr. Burton served as the chief executive officer and a member of the board of directors of Observe. Mr. Burton’s resignation was not the result of a disagreement with the Company or the Board on any matter relating to the Company’s operations, policies, or practices. The Company’s acquisition of Observe was approved by a special committee of the Board comprised of independent and disinterested directors as well as the Audit Committee of the Board.

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.

Snowflake Inc.

Date: February 2, 2026

By: /s/ Brian Robins
Brian Robins
Chief Financial Officer