

Form 5500-SF

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

Short Form Annual Return/Report of Small Employee Benefit Plan

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500-SF.**

OMB Nos. 1210-0110
1210-0089

2023

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

- A** This return/report is for: a single-employer plan a multiple-employer plan (not multiemployer) (Pension Plan filers checking this box must attach Schedule MEP. Other plans must attach a list of participating employer information in accordance with the form instructions.)
- B** This return/report is the first return/report the final return/report
 an amended return/report a short plan year return/report (less than 12 months)
- C** Check box if filing under: Form 5558 automatic extension DFVC program
 special extension (enter description)
- D** If the plan is a collectively-bargained plan, check here ▶
- E** If this is a retroactively adopted plan permitted by SECURE Act section 201, check here ▶

Part II Basic Plan Information—enter all requested information

1a Name of plan CELESTIAL AI INC 401K PLAN		1b Three-digit plan number (PN) ▶	001
		1c Effective date of plan	01/01/2022
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) CELESTIAL AI INC 2962 BUNKER HILL LN SANTA CLARA, CA 95054-1174		2b Employer Identification Number (EIN)	85-0719014
		2c Sponsor's telephone number	971-713-6441
		2d Business code (see instructions)	334410
3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor.		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report. a Sponsor's name TRINET c Plan Name TRINET 401(K) PLAN		4b EIN	48-1304650
		4d PN	334
5a Total number of participants at the beginning of the plan year	5a	58	
b Total number of participants at the end of the plan year.....	5b	0	
c(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)	5c(1)	50	
c(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	5c(2)	0	
d(1) Total number of active participants at the beginning of the plan year.....	5d(1)	54	
d(2) Total number of active participants at the end of the plan year.....	5d(2)	0	
e Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	5e		

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	01/06/2026	HANIFA ISMAIL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor

- 6a** Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.)..... Yes No
- b** Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.)..... Yes No
- If you answered "No" to either line 6a or line 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.**
- c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? Yes No Not determined
- If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____ (See instructions.)

Part III Financial Information			
7 Plan Assets and Liabilities		(a) Beginning of Year	(b) End of Year
a Total plan assets	7a	330720	0
b Total plan liabilities	7b		
c Net plan assets (subtract line 7b from line 7a)	7c	330720	0
8 Income, Expenses, and Transfers for this Plan Year		(a) Amount	(b) Total
a Contributions received or receivable from:			
(1) Employers	8a(1)		
(2) Participants.....	8a(2)		
(3) Others (including rollovers)	8a(3)		
b Other income (loss).....	8b	0	
c Total income (add lines 8a(1), 8a(2), 8a(3), and 8b).....	8c		0
d Benefits paid (including direct rollovers and insurance premiums to provide benefits).....	8d		
e Certain deemed and/or corrective distributions (see instructions) .	8e		
f Administrative service providers (salaries, fees, commissions)	8f		
g Other expenses	8g		
h Total expenses (add lines 8d, 8e, 8f, and 8g)	8h		
i Net income (loss) (subtract line 8h from line 8c).....	8i		0
j Transfers to (from) the plan (see instructions)	8j	-330720	

Part IV Plan Characteristics	
9a	If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D
b	If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

Part V Compliance Questions				
10 During the plan year:		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program)	10a		X	
b Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.).....	10b		X	
c Was the plan covered by a fidelity bond?	10c	X		1000
d Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	10d		X	
e Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service, or other organization that provides some or all of the benefits under the plan? (See instructions.).....	10e		X	
f Has the plan failed to provide any benefit when due under the plan?	10f		X	
g Did the plan have any participant loans? (If "Yes," enter amount as of year-end.)	10g		X	
h If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	10h		X	
i If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.....	10i			

Part VI Pension Funding Compliance

11 Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500) and lines 11a and b below.) If this is a defined contribution pension plan, leave line 11 blank and complete line 12 below. Yes No

a Enter the unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 **11a**

b PBGC missed contribution reporting requirements. If the plan is covered by PBGC and the amount reported on line 11a is greater than \$0, has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

- Yes.
- No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.
- No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.
- No. Other. Provide explanation _____

12 Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA? Yes No
 (If "Yes," complete line 12a or lines 12b, 12c, 12d, and 12e below, as applicable.) If this is a defined benefit pension plan, leave line 12 blank and complete line 11 above.

a If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the letter ruling granting the waiver. Month _____ Day _____ Year _____

If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.

b Enter the minimum required contribution for this plan year **12b**

c Enter the amount contributed by the employer to the plan for this plan year **12c**

d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount) **12d**

e Will the minimum funding amount reported on line 12d be met by the funding deadline? Yes No N/A

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted in any plan year? Yes No

a If "Yes," enter the amount of any plan assets that reverted to the employer this year. **13a** 0

b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? Yes No

c If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

13c(1) Name of plan(s):	13c(2) EIN(s)	13c(3) PN(s)
TRINET 401(K) PLAN	48-1304650	334

Part VIII IRS Compliance Questions

14a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? Yes No

14b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).

- Design-based safe harbor method
- "Prior year" ADP test
- "Current year" ADP test
- N/A

15 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter ___/___/___ (MM/DD/YYYY) and the Opinion Letter serial number _____.

Internal Revenue Service
Ogden UT 84201-0018

September 9, 2025

Plan Name: CELESTIAL AI INC 401K PLAN
Sponsor Name: CELESTIAL AI INC ("The Company")
PN: 001
EIN: 850719014
Plan Year Begin Date: 01/01/2023
Plan Year End Date: 12/31/2023

Dear Sir/Madam:

We are writing in response to the IRS notice that we received indicating that Form 5500 for the 2023 plan year is missing.

Upon investigation, we discovered that our company's retirement plan was initially established under **Celestial AI Inc FEIN 850719014**, with ADP as the recordkeeper. In 2023, all plan assets were transferred to the **TriNet 401(k) Plan**, a multiple employer plan for which TriNet is the plan sponsor and responsible for all subsequent Form 5500 filings.

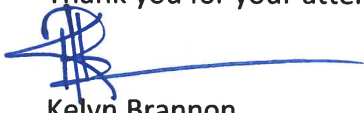
When transitioning out of the ADP plan, the Company relied on its third-party administrator, **ADP**, to prepare and file the **final Form 5500** for the original plan. Unfortunately, we recently learned that this filing was not completed. Please see the enclosed copy of our **engagement letter with ADP**, demonstrating that the Company engaged them to perform this service.

As soon as we became aware of the oversight, we took immediate corrective action. The Company is now submitting and will file the required **final Form 5500** to properly close the original ADP plan.

Given that this omission resulted from a good-faith reliance on our third-party service provider, and that the Company acted promptly upon discovery to correct the issue, we respectfully request that the IRS **waive any penalties associated with the late filing**.

We appreciate your consideration of this request and are committed to ensuring full compliance with all future reporting requirements. Please let us know if any additional information or documentation is required.

Thank you for your attention



Kelyn Brannon
Chief Financial Officer

**** IF YOU HAVE ANY QUESTIONS, ****
**** REFER TO THIS INFORMATION: ****
NUMBER OF THIS NOTICE: CP-403
DATE OF THIS NOTICE: 08-18-2025
TAXPAYER IDENT. NUM: 85-0719014
FORM: 5500SF PLAN #: 001
PLAN YEAR ENDING: 12-31-2023

OGDEN UT 84201-0018


CELESTIAL AI INC
2962 BUNKER HILL LN STE 200
SANTA CLARA CA 95054-1175508

REQUEST FOR INFORMATION ABOUT YOUR FORM 5500 or FORM 5500-SF
WRITTEN RESPONSE REQUIRED

Why Are You Getting This Notice?

We do not have a record of receiving your Form 5500SF information from the Department of Labor's (DOL) Employee Benefits Security Administration (EBSA) for the plan number and/or plan period ending indicated below:

Plan Number	Plan Period Ending
001	12-31-2023

What You Need To Do

We urge you to review the items below, complete the appropriate section of this notice and return it to us by 09-18-2025.

1. If you filed the return within the last four weeks and used the name, employer identification number (EIN) and plan number shown above, disregard this notice.
2. Complete Section I of this notice if you have already filed the return.
3. Complete Section I of this notice if you filed the return using an EIN, plan name, plan number, or plan year ending different from those shown above.
4. Complete Section II of this notice if you are not required to file for the plan number and/or plan year ending shown above.
5. If you are required to file a Form 5500 or Form 5500-SF electronically and you need more information, go to www.efast.dol.gov.
6. If you are required to file a Form 5500 and have not filed, you may be eligible to participate in the DOL Delinquent Filer Voluntary Compliance Program (DFVCP), which allows for substantially reduced EBSA penalties for delinquent filers and eliminates the IRS penalty. Information about the DFVCP is available on DOL's website, www.dol.gov/ebsa. If you are eligible for and have satisfied the requirements for participation in the DFVCP, check the box below and enter the date that you applied for participation in the DFVCP.

DFVC Program Date applied

NUMBER OF THIS NOTICE: CP-403
DATE OF THIS NOTICE: 08-18-2025
TAXPAYER IDENT. NUM: 85-0719014
FORM: 5500SF PLAN #: 001
PLAN YEAR ENDING: 12-31-2023

CELESTIAL AI INC
2962 BUNKER HILL LN STE 200
SANTA CLARA CA 95054-1175508

12072

COMPLETE AND RETURN WITH YOUR REPLY

Section I

Enter the information exactly as shown on the form filed with EBSA.

Name and address as shown on the form Employer Identification
Number (EIN)
Plan Year Ending

Date filed with EBSA and Acknowledgement Plan Number
number:

Section II

Not Required to file

Please check the box that applies to you, a form was not filed
because:

Plan in question is a Savings Incentive Match Plan for
Employees of Small Employers (SIMPLE) that involves
SIMPLE IRAs.

Plan in question is a Simplified Employee Pension (SEP).
Plan was terminated or merged into a new plan. You must
still file a "Final" return showing zero end-of-year assets,
zero participants, and mark "the final return filed for
the plan" box in part 1 of the form.

Other: _____

Section III

Reason for not filing on time

Explain why you did not file on time:

CELESTIAL AI RELIED ON ADP AND HAD SIGN AN AGREEMENT
WITH THEM AUTHORIZING ADP TO FILE A FINAL RETURN
(SEE ATTACHED SIGNED LETTER). HOWEVER ADP DIDNT DO IT.
CELESTIAL AI IS FILING A FINAL RETURN TO COMPLY WITH
REGULATION AND REQUEST A WAIVER OF PENALTY.


OGDEN UT 84201-0018

002072.578456.128120.16995 1 MB 0.672 858




CELESTIAL AI INC
2962 BUNKER HILL LN STE 200
SANTA CLARA CA 95054-1175508

02072

 Be sure the IRS address appears in your envelope window.

BODCD-TE
SELCD-

Notice Number: CP403
Notice Date : 2025-08-18
Tax Period : 202312

INTERNAL REVENUE SERVICE
OGDEN UT 84201-0018




850719014

CELESTIAL AI INC
2962 BUNKER HILL LN STE 200
SANTA CLARA CA 95054-1175508

850719014 AJ 0000 01 2 202312 000 0000000



ADP

RE: Transfer of Plan Assets to Empower®
Celestial AI Inc 401k Plan, Contract # <Insert Plan ID or Contract Number at Prior RK>

To Whom It May Concern:

This is to notify you that we have decided to obtain the services of TriNet and the TriNet 401(k) Plan. We would like to terminate our services with your company as our current provider. The effective date of this termination has yet to be determined before we schedule the transfer of assets, as this may be dependent on our contractual agreement with you and the effective date with our new provider.

Due to Sarbanes-Oxley Act, the date of transfer and delivery of transferred reports and loan conversion information must be coordinated. Do not transfer or wire any money until discussing the blackout dates with us as your current client and our new vendor, Empower®. After your receipt of this letter, Nicole Lindgren, a representative from Empower's Implementation Team will contact you to discuss and help coordinate the conversion of our plan.

Please note that we authorize you to work directly with Nicole Lindgren in the transfer of plan assets to Empower. All applicable correspondence regarding this transfer and all recordkeeping information must be provided via electronic media (spreadsheet file, tape, etc.) to our new vendor via secured delivery at nicole.lindgren@empower.com. Additionally, if applicable please freeze any active loans in the plan prior to the transition.

Wiring instructions will be provided after we have coordinated the receipt of required information as outlined above.

The TriNet 401(k) Plan is a Multiple Employer Plan, and as such, a plan merger with specific consideration is required. This includes the final 5500 reporting requirements following the transfer (if applicable). This will be prepared by ADP after the transfer of assets to the Plan. Schedule I section 5b of the Final Form 5500 should reflect the following information:

New Plan Name: TriNet 401(k) Plan
New Plan EIN: 48-1304650
New Plan Number: 333

I authorize ADP to prepare the final Form 5500 for this merger. We will be working with Empower to perform a successful plan merger. As such, you are hereby authorized to release all documents, data, and information pertaining to our plan with you, including but not limited to the items detailed below.

DOCUMENTS:

- Copy of compliance testing: ACP, ADP, Top Heavy or any other applicable compliance test
- Copy of Loan Amortization Schedules
- Copy of most recent Form 5500
- Copy of most recent plan valuation
- Copy of participant census report which includes addresses and balances

celestial AI

** Please note that Empower will not change wire instructions during a transfer. If you receive a change in wire instructions, please contact Empower at a known good phone number. Do not reply via email. **

Thank you for your attention to this matter.

Sincerely,

David Lazovsky

David Lazovsky
Chief Executive Officer

Cc: Nicole Lindgren
Nicole.lindgren@empower.com
Empower® Implementation

Celestial AI, Inc.
2962 Bunker Hill Lane, Suite 200, Santa Clara, CA 95054



Title 401K Plan Transfer Authorization
File name 401K Plan Transfer Authorization.docx
Document ID 71729a40d243b89c46c9c32316be7bbf84d418f4
Audit trail date format MM / DD / YYYY
Status Signed

Document History



07 / 07 / 2023
17:09:19 UTC

Sent for signature to David Lazovsky (dl@celestial.ai) from kpark@celestial.ai
IP: 73.97.166.150



07 / 08 / 2023
17:35:26 UTC

Viewed by David Lazovsky (dl@celestial.ai)
IP: 73.63.186.161



07 / 08 / 2023
17:35:44 UTC

Signed by David Lazovsky (dl@celestial.ai)
IP: 73.63.186.161



07 / 08 / 2023
17:35:44 UTC

The document has been completed.