

**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 Earliest Event Reported):  
October 18, 2021**

**TuSimple Holdings Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40326**  
(Commission  
File Number)

**86-2341575**  
(IRS Employer  
Identification No.)

**TuSimple Holdings Inc.**  
**9191 Towne Centre Drive**  
**Suite 600**  
**San Diego, CA 92122**  
(Address of principal executive offices, including zip code)

**(619) 916-3144**  
(Registrant's telephone number, including area code)

**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):

- 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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
<b>Class A Common Stock, par value \$0.0001</b>	<b>TSP</b>	<b>The Nasdaq Stock Market LLC (Nasdaq Global Select Market)</b>

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 October 18, 2021, the board of directors (the “Board”) of TuSimple Holdings Inc. (the “Company”), increased the size of the Board from seven to eight directors and appointed Michelle Sterling to fill the newly created vacancy, effective immediately. Ms. Sterling will serve until the Company’s 2022 annual meeting of stockholders and until her successor is elected and qualified, or sooner in the event of her death, resignation or removal. In connection with Ms. Sterling’s appointment, the Board appointed Ms. Sterling as a member and chair of the Compensation Committee of the Board. The Board has determined that Ms. Sterling meets the requirements for independence under the applicable listing standards of The Nasdaq Stock Market and the Securities Exchange Act of 1934, as amended.

Ms. Sterling will be entitled to receive compensation in accordance with the Company’s Non-Employee Director Compensation Program as described in the section entitled “*Executive Compensation—Director Compensation*” in the Company’s final prospectus dated April 14, 2021 filed with the U.S. Securities and Exchange Commission on April 16, 2021 in connection with the Company’s initial public offering. Ms. Sterling will also enter into the Company’s standard form of indemnification agreement.

There are no arrangements or understandings between Ms. Sterling and any other persons pursuant to which she was elected as a member of the Board. There are no family relationships between Ms. Sterling and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer. Ms. Sterling is not a party to any current or proposed transaction with the Company for which disclosure is required under Item 404(a) of Regulation S-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated October 19, 2021</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL).

**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.

TuSimple Holdings Inc.

By: /s/ Laura Donald

Name: Laura Donald

Title: Secretary

Dated: October 19, 2021

**TuSimple Appoints Michelle Sterling to its Board of Directors**

*Sterling was previously the Chief Human Resources Officer for Qualcomm*

SAN DIEGO, October 19, 2021 — TuSimple (Nasdaq: TSP), a San Diego-based global self-driving technology company, today announced the appointment of Michelle Sterling to its Board of Directors as an Independent Director. Sterling will also serve as Chairperson of its Compensation Committee.

Sterling is the former Executive Vice President of Human Resources and Chief Human Resources Officer for Qualcomm, the world's leading wireless communications technology company. Throughout her 25-year tenure with the company, Sterling led Qualcomm's 33,000 employees through complex business transactions including acquisitions, joint ventures and divestitures, large-scale integration planning and significant international growth.

"Michelle is an expert in navigating the changing global technology landscape and its implications on talent," said Cheng Lu, President and CEO at TuSimple. "Her expertise will bring tremendous value to TuSimple and help us continue to attract and develop high caliber talent as we bring our autonomous freight capacity to market at scale."

Sterling was also a member of Qualcomm's executive committee working closely with its Board of Directors, and currently serves on the Board of Directors, Governance and Compensation and Human Capital Committees for Digital Turbine (NASDAQ: APPS), an application and content delivery platform.

"I'm honored to be joining TuSimple's Board of Directors during this exciting time of expansion and innovation," said Sterling. "The trucking industry is ripe with opportunity, and I'm looking forward to working alongside TuSimple and my fellow Board members to bring the most reliable, low-cost freight solution to market while setting a new standard for safety and efficiency."

**About TuSimple**

TuSimple is a global autonomous driving technology company, headquartered in San Diego, California, with operations in Arizona, Texas, Europe, and China. Founded in 2015, TuSimple is developing a commercial-ready Level 4 (SAE) fully autonomous driving solution for long-haul heavy-duty trucks. TuSimple aims to transform the \$4 trillion global truck freight industry through the company's leading proprietary AI technology, which makes it possible for trucks to see 1,000 meters away, operate nearly continuously and consume 10% less fuel than manually driven trucks. Visit us at [www.tusimple.com](http://www.tusimple.com)

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