

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Behzadi Houman</u><br><hr/> (Last) (First) (Middle)<br>C/O C3.AI, INC.<br>1300 SEAPORT BLVD, SUITE 500<br><hr/> (Street)<br>REDWOOD CITY CA 94063<br><hr/> (City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>C3.ai, Inc. [ AI ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Chief Product Officer |  |  |
|  |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/22/2022           |  |  |  |  |  |
|  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                 |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Class A Common Stock            | 06/24/2022                           |  | s <sup>(1)</sup>               |   | 175   | D          | \$19.23 | 331,433   | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Restricted Stock Units                     | (2)  | 06/22/2022                           |  | A                              |   | 64,588   |     | (3)  | (3)             | Class A Common Stock  | 64,588                                     | \$0.00   | 64,588  | D  |       |
| Restricted Stock Units                     | (2)  | 06/22/2022                           |  | A                              |   | 1,200,000  |     | (4)  | (4)             | Class A Common Stock  | 1,200,000                                  | \$0.00   | 1,200,000   | D  |       |

**Explanation of Responses:**

- Shares sold to cover tax obligation from settlement of vested Restricted Stock Units (RSUs).
- Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
- 12.5% of each such RSU award shall vest on September 15, 2022 and 12.5% of each such RSU award shall vest on a quarterly basis thereafter, so long as the Reporting Person continues to provide services through such vesting date.
- 6.25% of each such RSU award shall vest on September 15, 2022 and 6.25% of each such RSU award shall vest on a quarterly basis thereafter, so long as the Reporting Person continues to provide services through such vesting date.

**Remarks:**

/s/ Eric Jensen, Attorney-in-Fact 06/24/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.