

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>SIEBEL THOMAS M</u> (Last) (First) (Middle) C/O C3.AI, INC. 1400 SEAPORT BLVD (Street) REDWOOD CA 94603 CITY CA 94603 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>C3.ai, Inc. [AI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF EXECUTIVE OFFICER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/30/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/30/2024		M		537,634	A	\$1.86	2,294,024	D	
Class A Common Stock	09/01/2024		M		32,736	A	(1)	2,326,760	D	
Class A Common Stock	09/01/2024		F		16,591	D	\$23.34	2,310,169	D	
Class A Common Stock	09/03/2024		G		16,145	D	\$0	2,294,024	D	
Class A Common Stock	09/03/2024		G		16,145	A	\$0	4,396,099	I	See Footnote(2)
Class A Common Stock	09/04/2024		G		537,634	D	\$0	1,756,390	D	
Class A Common Stock	09/04/2024		G		537,634	A	\$0	4,933,733	I	See Footnote(2)
Class A Common Stock								9,216	I	See Footnote(3)
Class A Common Stock								170,924	I	See Footnote(4)
Class A Common Stock								72,695	I	See Footnote(5)
Class A Common Stock								1,237,115	I	See Footnote(6)

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
Stock Option (Right to Buy)	\$1.86	08/30/2024		M		537,634		(7)	11/29/2026	Class A Common Stock	537,634	\$0	798,432	D	
Restricted Stock Units	(1)	09/01/2024		M		32,736		(8)	(8)	Class A Common Stock	32,736	\$0	294,626	D	

Explanation of Responses:

- Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
- The shares are held by The Siebel Living Trust u/a/d 7/27/93, as amended, of which the Reporting Person is trustee.
- The shares are held by First Virtual Holdings, LLC, of which the Reporting Person is Chairman.
- The shares are held by Siebel Asset Management, L.P., of which the Reporting Person is the general partner.
- The shares are held by Siebel Asset Management III, L.P., of which the Reporting Person is the general partner.

6. The shares are held by The Siebel 2011 Irrevocable Children's Trust, of which the Reporting Person is co-trustee.

7. The options vest on an equal quarterly basis over the five (5) year period following November 30, 2016, so long as the Reporting Person continues to provide services through such vesting dates.

8. 1/12th of the RSUs vest on each quarterly anniversary from December 1, 2023, so long as the Reporting Person continues to provide services through such vesting date.

/s/ Eric Jensen, Attorney-in-Fact 09/04/2024

** 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.