

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* <u>Sridhar KR</u>			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 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/03/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O C3.AI, INC. 1400 SEAPORT BLVD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>REDWOOD CITY CA 94063</u>								
(City)	(State)	(Zip)						

**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			

**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)	\$28.48	03/03/2023		A		60,202		(1)(2)	03/02/2033	Class A Common Stock	60,202	\$0.00	60,202	D	

**Explanation of Responses:**

1. Provided the Reporting Person remains a member of the Board and attends in person the regularly scheduled meeting of the Board during each fiscal quarter commencing following the Grant Date until the five-year anniversary of the Grant Date of the option, 5% of the shares subject to the option shall vest on the last day of each such fiscal quarter (the "Quarterly Shares") following the Grant Date; provided, however, that if the Reporting Person fails to attend any such regularly scheduled meeting, then vesting for the Quarterly Shares shall not occur and will be suspended (any such shares being referred to collectively as the "Suspended Shares"). A number of the Suspended Shares, if any, equal to 5% of the total shares subject to the option will vest on the date of each regularly scheduled meeting of the Board following the fifth anniversary of the Grant Date, in each case subject to the Reporting Person remaining a member of the Board through, and attending in person, such meeting.

2. Notwithstanding the foregoing, if the Reporting Person fails to attend a meeting due (i) to significant medical issues related to themselves or a family member, (ii) personal or professional commitments made before the scheduling of such Board meeting and that were noted by the Reporting Person at the time of such scheduling, or (iii) other personal or professional circumstances deemed significant and unavoidable by the Chairman of the Board, the applicable Quarterly Shares will vest for such fiscal quarter and such Quarterly Shares will not become Suspended Shares.

**Remarks:**

/s/ Eric Jensen, Attorney-in-Fact      03/07/2023  
 \*\* 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.