

**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.

<b>1. Name and Address of Reporting Person*</b> <u>SIEBEL THOMAS M</u>  (Last) (First) (Middle) C/O C3.AI, INC. 1400 SEAPORT BLVD, SUITE 500  (Street) REDWOOD CITY CA 94603  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>C3.ai, Inc. [ AI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (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) CEO and Chairman of the Board
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 06/01/2026	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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	06/01/2026		M		32,736	A	(1)	755,098	D	
Class A Common Stock	06/01/2026		M		6,166,667	A	\$11.16	6,921,765	D	
Class A Common Stock	06/02/2026		S <sup>(2)</sup>		17,350	D	\$11.32 <sup>(3)</sup>	6,904,415	D	
Class A Common Stock	06/03/2026		G		6,182,053	D	\$0	722,362	D	
Class A Common Stock	06/03/2026		G		6,182,053	A	\$0	6,902,156	I	See Footnote <sup>(4)</sup>
Class A Common Stock								9,216	I	See Footnote <sup>(5)</sup>
Class A Common Stock								170,294	I	See Footnote <sup>(6)</sup>
Class A Common Stock								72,695	I	See Footnote <sup>(7)</sup>
Class A Common Stock								1,237,115	I	See Footnote <sup>(8)</sup>

**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	Amount or Number of Shares				
Restricted Stock Units	(1)	06/01/2026		M		32,736		(9)	(9)	Class A Common Stock	32,736	\$0	65,474	D	
Stock Option (Right to Buy)	\$11.16	06/01/2026		M		6,166,667 <sup>(10)</sup>		(11)	08/26/2030	Class A Common Stock	6,166,667	\$0	0	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.
- Pursuant to the Issuer's policies and practice, these shares of Class A Common Stock were automatically withheld and sold by the Issuer to satisfy the Reporting Person's tax withholding obligations related to the vesting of RSUs reported herein.
- The price reported is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$11.22 to \$11.435, inclusive. The Reporting Person will provide upon request to the staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- 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.
- The shares are held by The Siebel 2011 Irrevocable Children's Trust, of which the Reporting Person is co-trustee.
- 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.
- Due to rounding in connection with the reverse stock split, the total shares include 1 additional share that was not originally reported on the Reporting Person's Form 3.
- Fully vested.

**Remarks:**

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.**