

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* SIEBEL THOMAS M (Last) (First) (Middle) C/O C3.AI, INC. 1300 SEAPORT BLVD, SUITE 500 (Street) REDWOOD CITY CA 94603 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol C3.ai, Inc. [AI]	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) <input type="checkbox"/> Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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			

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				
Class B Common Stock	(1)	12/07/2021		G	V		2,201 ⁽²⁾	(1)	(1)	Class A Common Stock	2,201	\$0.00	79,908	I	See Footnote ⁽³⁾
Class B Common Stock	(1)	12/07/2021		G	V		2,201 ⁽²⁾	(1)	(1)	Class A Common Stock	2,201	\$0.00	79,908	I	See Footnote ⁽⁴⁾
Class B Common Stock	(1)	12/07/2021		G	V		723 ⁽²⁾	(1)	(1)	Class A Common Stock	723	\$0.00	23,035	I	See Footnote ⁽⁵⁾
Class B Common Stock	(1)	12/07/2021		G	V		723 ⁽²⁾	(1)	(1)	Class A Common Stock	723	\$0.00	23,035	I	See Footnote ⁽⁶⁾
Class B Common Stock	(1)	12/07/2021		G	V		3,636 ⁽²⁾	(1)	(1)	Class A Common Stock	3,636	\$0.00	6,614	I	See Footnote ⁽⁷⁾
Class B Common Stock	(1)	12/07/2021		G	V		3,636 ⁽²⁾	(1)	(1)	Class A Common Stock	3,636	\$0.00	6,614	I	See Footnote ⁽⁸⁾
Class B Common Stock	(1)	12/07/2021		G	V		13,120 ⁽⁹⁾	(1)	(1)	Class A Common Stock	13,120	\$0.00	2,048,302	I	See Footnote ⁽¹⁰⁾
Class B Common Stock	(1)	12/27/2021		G	V		1,432 ⁽¹¹⁾	(1)	(1)	Class A Common Stock	1,432	\$0.00	16,921	I	See Footnote ⁽¹²⁾
Class B Common Stock	(1)	12/27/2021		G	V		1,432 ⁽¹¹⁾	(1)	(1)	Class A Common Stock	1,432	\$0.00	16,921	I	See Footnote ⁽¹³⁾
Class B Common Stock	(1)	12/27/2021		G	V		2,864 ⁽¹¹⁾	(1)	(1)	Class A Common Stock	2,864	\$0.00	2,051,166	I	See Footnote ⁽¹⁰⁾
Class B Common Stock	(1)	12/31/2021		G	V		79,908 ⁽¹⁴⁾	(1)	(1)	Class A Common Stock	79,908	\$0.00	0	I	See Footnote ⁽³⁾
Class B Common Stock	(1)	12/31/2021		G	V		79,908 ⁽¹⁴⁾	(1)	(1)	Class A Common Stock	79,908	\$0.00	0	I	See Footnote ⁽⁴⁾
Class B Common Stock	(1)	12/31/2021		G	V		23,035 ⁽¹⁴⁾	(1)	(1)	Class A Common Stock	23,035	\$0.00	0	I	See Footnote ⁽⁵⁾
Class B Common Stock	(1)	12/31/2021		G	V		23,035 ⁽¹⁴⁾	(1)	(1)	Class A Common Stock	23,035	\$0.00	0	I	See Footnote ⁽⁶⁾
Class B Common Stock	(1)	12/31/2021		G	V		16,921 ⁽¹⁴⁾	(1)	(1)	Class A Common Stock	16,921	\$0.00	0	I	See Footnote ⁽¹²⁾
Class B Common Stock	(1)	12/31/2021		G	V		16,921 ⁽¹⁴⁾	(1)	(1)	Class A Common Stock	16,921	\$0.00	0	I	See Footnote ⁽¹³⁾

**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				
Class B Common Stock	(1)	03/18/2022		G	V		17,792 ⁽¹⁵⁾	(1)	(1)	Class A Common Stock	17,792	\$0.00	0	I	See Footnote ⁽¹⁶⁾
Class B Common Stock	(1)	03/18/2022		G	V		17,792 ⁽¹⁵⁾	(1)	(1)	Class A Common Stock	17,792	\$0.00	0	I	See Footnote ⁽¹⁷⁾
Class B Common Stock	(1)	03/18/2022		G	V	8,426 ⁽¹⁸⁾		(1)	(1)	Class A Common Stock	8,426	\$0.00	2,059,592	I	See Footnote ⁽¹⁰⁾
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	500,000		500,000	I	See Footnote ⁽¹⁹⁾

Explanation of Responses:

- Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock.
- On December 7, 2021, shares held by related annuity trusts were transferred to The Siebel Living Trust u/a/d 7/27/1993 to satisfy annuity payments.
- The shares are held by The Siebel 2014 Annuity Trust I u/a/d 10/22/2014, of which the Reporting Person is the trustee.
- The shares are held by The Siebel 2014 Annuity Trust II u/a/d 10/22/2014, of which the Reporting Person is the trustee.
- The shares are held by The Siebel 2017 Annuity Trust I u/a/d 11/28/2017, of which the Reporting Person is the trustee.
- The shares are held by The Siebel 2017 Annuity Trust II u/a/d 11/28/2017, of which the Reporting Person is the trustee.
- The shares are held by The Siebel 2020 Annuity Trust III u/a/d 12/3/2020, of which the Reporting Person is the trustee.
- The shares are held by The Siebel 2020 Annuity Trust IV u/a/d 12/3/2020, of which the Reporting Person is the trustee.
- On December 7, 2021, these shares that were held by related annuity trusts were transferred to The Siebel Living Trust u/a/d 7/27/1993 to satisfy annuity payments.
- The shares are held by The Siebel Living Trust u/a/d 7/27/93, as amended, of which the Reporting Person is trustee.
- On December 27, 2021, these shares that were held by related annuity trusts were transferred to The Siebel Living Trust u/a/d 7/27/1993 to satisfy annuity payments.
- The shares are held by The Siebel 2018 Annuity Trust I u/a/d 12/13/2018, of which the Reporting Person is the trustee.
- The shares are held by The Siebel 2018 Annuity Trust II u/a/d 12/18/2018, of which the Reporting Person is the trustee.
- On December 31, 2021, shares held by related annuity trusts were transferred to the beneficiaries of such annuity trusts.
- On March 18, 2022, 4,213 of the shares held by related annuity trusts were transferred to The Siebel Living Trust u/a/d 7/27/1993 to satisfy annuity payments and 13,579 of the shares held by related annuity trusts were transferred to the beneficiaries of such annuity trusts.
- The shares are held by The Siebel 2020 Annuity Trust I u/a/d 3/4/2020, of which the Reporting Person is the trustee.
- The shares are held by The Siebel 2020 Annuity Trust II u/a/d 3/4/2020, of which the Reporting Person is the trustee.
- On March 18, 2022, these shares that were held by related annuity trusts were transferred to The Siebel Living Trust u/a/d 7/27/1993 to satisfy annuity payments.
- The shares are held by First Virtual Holdings, LLC, of which the Reporting Person is Chairman.

Remarks:

/s/ Richard J. Lutton, Jr.
Attorney-in-Fact

04/29/2022

** 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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that the undersigned hereby constitutes and appoints each of Thomas M. Siebel and Richard J. Lutton, Jr. of C3.ai, Inc. (the "Company"), and Eric Jensen of Cooley LLP, signing individually, as the undersigned's true and lawful attorneys-in-fact and agents to:

1. Prepare, execute for and on behalf of the undersigned, and submit to the Securities and Exchange Commission (the "SEC"), in the undersigned's name and capacity as an officer, director and/or beneficial owner more than 10% of a registered class of securities of the Company, Forms 3, 4 and 5 (including any amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the "Exchange Act");
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare and execute any such Forms 3, 4 or 5, prepare and execute any amendment or amendments thereto, and joint filing agreements in connection therewith, and file such forms with the SEC and any stock exchange, self-regulatory association or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by such attorney in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or employed by or a partner at Cooley LLP, or another law firm representing the Company, as applicable.

The undersigned has caused this Power of Attorney to be executed as of this 17 day of January, 2022.

By: /s/ Thomas M. Siebel
Name: Thomas M. Siebel