

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>SIEBEL THOMAS M</u> (Last) (First) (Middle) C/O C3.AI, INC. 1300 SEAPORT BLVD, SUITE 500 (Street) REDWOOD CA 94603 CITY (State) (Zip) (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) <input type="checkbox"/> Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/07/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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	06/07/2021		S		424,991	D	\$60.05 ⁽¹⁾	8,814,481	I	See Footnote ⁽²⁾
Class A Common Stock	06/07/2021		S		73,367	D	\$61.34 ⁽³⁾	8,741,114	I	See Footnote ⁽²⁾
Class A Common Stock	06/07/2021		S		1,642	D	\$62	8,739,472	I	See Footnote ⁽²⁾
Class A Common Stock	06/08/2021		S		265,269	D	\$62.87 ⁽⁴⁾	8,474,203	I	See Footnote ⁽²⁾
Class A Common Stock	06/08/2021		S		351,741	D	\$64.06 ⁽⁵⁾	8,122,462	I	See Footnote ⁽²⁾
Class A Common Stock	06/08/2021		S		32,990	D	\$64.51 ⁽⁶⁾	8,089,472	I	See Footnote ⁽²⁾
Class A Common Stock	06/09/2021		S		121,514	D	\$64.55 ⁽⁷⁾	7,967,958	I	See Footnote ⁽²⁾
Class A Common Stock	06/09/2021		S		22,842	D	\$65.07 ⁽⁸⁾	7,945,116	I	See Footnote ⁽²⁾
Class A Common Stock								1,756,390	D	
Class A Common Stock								9,216	I	See Footnote ⁽⁹⁾
Class A Common Stock								170,294	I	See Footnote ⁽¹⁰⁾
Class A Common Stock								72,695	I	See Footnote ⁽¹¹⁾
Class A Common Stock								1,237,115	I	See Footnote ⁽¹²⁾

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	(13)	03/31/2021		G	V		43,047 ⁽¹⁴⁾	(13)	(13)	Class A Common Stock	43,047	\$0.00	0	I	See Footnote ⁽¹⁵⁾
Class B Common Stock	(13)	03/31/2021		G	V		43,047 ⁽¹⁴⁾	(13)	(13)	Class A Common Stock	43,047	\$0.00	0	I	See Footnote ⁽¹⁶⁾
Class B Common Stock	(13)	06/07/2021		G	V		1,217 ⁽¹⁷⁾	(13)	(13)	Class A Common Stock	1,217	\$0.00	17,792	I	See Footnote ⁽¹⁸⁾
Class B Common Stock	(13)	06/07/2021		G	V		1,217 ⁽¹⁷⁾	(13)	(13)	Class A Common Stock	1,217	\$0.00	17,792	I	See Footnote ⁽¹⁹⁾
Class B Common Stock	(13)	06/07/2021		G	V	2,434 ⁽²⁰⁾		(13)	(13)	Class A Common Stock	2,434	\$0.00	2,035,182	I	See Footnote ⁽²⁾

**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	(13)							(13)	(13)	Class A Common Stock	500,000		500,000	I	See Footnote ⁽⁹⁾
Class B Common Stock	(13)							(13)	(13)	Class A Common Stock	82,109		82,109	I	See Footnote ⁽²¹⁾
Class B Common Stock	(13)							(13)	(13)	Class A Common Stock	82,109		82,109	I	See Footnote ⁽²²⁾
Class B Common Stock	(13)							(13)	(13)	Class A Common Stock	23,758		23,758	I	See Footnote ⁽²³⁾
Class B Common Stock	(13)							(13)	(13)	Class A Common Stock	23,758		23,758	I	See Footnote ⁽²⁴⁾
Class B Common Stock	(13)							(13)	(13)	Class A Common Stock	18,353		18,353	I	See Footnote ⁽²⁵⁾
Class B Common Stock	(13)							(13)	(13)	Class A Common Stock	18,353 ⁽²⁶⁾		18,353	I	See Footnote ⁽²⁷⁾
Class B Common Stock	(13)							(13)	(13)	Class A Common Stock	10,250		10,250	I	See Footnote ⁽²⁸⁾
Class B Common Stock	(13)							(13)	(13)	Class A Common Stock	10,250		10,250	I	See Footnote ⁽²⁹⁾

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)

1. Name and Address of Reporting Person*

[Siebel Living Trust u/a/d 7/27/93, as amended](#)

(Last) (First) (Middle)

[C/O C3.AI, INC.](#)

[1300 SEAPORT BLVD, SUITE 500](#)

(Street)

[REDWOOD CITY CA 94063](#)

(City) (State) (Zip)

Explanation of Responses:

1. Represents weighted average sales price. The shares were sold at prices ranging from \$60.00 to \$60.96. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
2. The shares are held by The Siebel Living Trust u/a/d 7/27/93, a amended, of which the Reporting Person is trustee.
3. Represents weighted average sales price. The shares were sold at prices ranging from \$61.00 to \$61.98. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
4. Represents weighted average sales price. The shares were sold at prices ranging from \$62.50 to \$63.49. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
5. Represents weighted average sales price. The shares were sold at prices ranging from \$63.50 to \$64.47. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
6. Represents weighted average sales price. The shares were sold at prices ranging from \$64.50 to \$64.60. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
7. Represents weighted average sales price. The shares were sold at prices ranging from \$64.00 to \$64.98. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
8. Represents weighted average sales price. The shares were sold at prices ranging from \$65.00 to \$65.14. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
9. The shares are held by First Virtual Holdings, LLC, of which the Reporting Person is Chairman.
10. The shares are held by Siebel Asset Management, L.P., of which the Reporting Person is the general partner.
11. The shares are held by Siebel Asset Management III, L.P., of which the Reporting Person is the general partner.
12. The shares are held by The Siebel 2011 Irrevocable Children's Trust, of which the Reporting Person is co-trustee.
13. 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.
14. On March 31, 2021, shares held by the annuity trust were transferred to the beneficiaries of the trust to satisfy annuity payments.
15. The shares were held by The Siebel 2013 Annuity Trust I u/a/d 10/8/2013, of which the Reporting Person is the trustee.
16. The shares were held by The Siebel 2013 Annuity Trust II u/a/d 10/8/2013, of which the Reporting Person is the trustee.
17. On June 7, 2021, shares held by the annuity trust were transferred to The Siebel Living Trust u/a/d 7/27/1983 to satisfy annuity payments.
18. 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.
19. 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.
20. On June 7, 2021, these shares that were held by related annuity trusts were transferred to The Siebel Living Trust u/a/d 7/27/1983 to satisfy annuity payments.
21. 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.

- 22. 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.
- 23. 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.
- 24. 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.
- 25. 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.
- 26. Previous Form 4 filed on March 10, 2021 contained a typo in the amount of securities beneficially owned. This amount has been corrected in this Form 4.
- 27. 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.
- 28. 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.
- 29. 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.

Remarks:

/s/ Brady Mickelsen, Attorney-in-
Fact 06/09/2021

/s/ Brady Mickelsen, Attorney-in-
Fact 06/09/2021

** 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.

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