

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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 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) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2022	
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	08/01/2022		F		26,340	D	\$18.71	1,730,050	D	
Class A Common Stock	08/03/2022		G	V	26,785	D	\$0.00	1,703,265	D	
Class A Common Stock	08/03/2022		G	V	26,785	A	\$0.00	3,523,609	I	See Footnote <sup>(1)</sup>
Class A Common Stock								9,216	I	See Footnote <sup>(2)</sup>
Class A Common Stock								170,294	I	See Footnote <sup>(3)</sup>
Class A Common Stock								72,695	I	See Footnote <sup>(4)</sup>
Class A Common Stock								1,237,115	I	See Footnote <sup>(5)</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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- 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.

**Remarks:**

/s/ Eric Jensen, Attorney-in-Fact      08/03/2022

\*\* 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.

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