

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> <hr/> (Last) (First) (Middle) C/O C3.AI, INC. 1300 SEAPORT BLVD, SUITE 500 <hr/> (Street) REDWOOD CA 94603 <hr/> (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) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) 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	03/08/2021		S		423,534	D	\$82.8	11,633,993	I	See Footnote ⁽¹⁾
Class A Common Stock	03/08/2021		S		268,880	D	\$85.4 ⁽²⁾	11,365,113	I	See Footnote ⁽¹⁾
Class A Common Stock	03/08/2021		S		88,246	D	\$86.55 ⁽³⁾	11,276,867	I	See Footnote ⁽¹⁾
Class A Common Stock	03/08/2021		S		89,554	D	\$87.49 ⁽⁴⁾	11,187,313	I	See Footnote ⁽¹⁾
Class A Common Stock	03/08/2021		S		43,037	D	\$88.31 ⁽⁵⁾	11,144,276	I	See Footnote ⁽¹⁾
Class A Common Stock	03/08/2021		S		20,220	D	\$89.48 ⁽⁶⁾	11,124,056	I	See Footnote ⁽¹⁾
Class A Common Stock	03/08/2021		S		31,287	D	\$90.64 ⁽⁷⁾	11,092,769	I	See Footnote ⁽¹⁾
Class A Common Stock	03/08/2021		S		30,365	D	\$91.36 ⁽⁸⁾	11,062,404	I	See Footnote ⁽¹⁾
Class A Common Stock	03/08/2021		S		4,877	D	\$92.23 ⁽⁹⁾	11,057,527	I	See Footnote ⁽¹⁾
Class A Common Stock	03/09/2021		S		617,519	D	\$83.99 ⁽¹⁰⁾	10,440,008	I	See Footnote ⁽¹⁾
Class A Common Stock	03/09/2021		S		211,235	D	\$85.2 ⁽¹¹⁾	10,228,773	I	See Footnote ⁽¹⁾
Class A Common Stock	03/09/2021		S		57,936	D	\$86.26 ⁽¹²⁾	10,170,837	I	See Footnote ⁽¹⁾
Class A Common Stock	03/09/2021		S		31,693	D	\$87.12 ⁽¹³⁾	10,139,144	I	See Footnote ⁽¹⁾
Class A Common Stock	03/09/2021		S		3,700	D	\$88.05 ⁽¹⁴⁾	10,135,444	I	See Footnote ⁽¹⁾
Class A Common Stock	03/10/2021		S		83,817	D	\$83.68 ⁽¹⁵⁾	10,051,627	I	See Footnote ⁽¹⁾
Class A Common Stock	03/10/2021		S		195,261	D	\$84.46 ⁽¹⁶⁾	9,856,366	I	See Footnote ⁽¹⁾
Class A Common Stock	03/10/2021		S		31,162	D	\$85.21 ⁽¹⁷⁾	9,825,204	I	See Footnote ⁽¹⁾
Class A Common Stock	03/10/2021		S		27,503	D	\$86.41 ⁽¹⁸⁾	9,797,701	I	See Footnote ⁽¹⁾
Class A Common Stock	03/10/2021		S		3,400	D	\$87.67 ⁽¹⁹⁾	9,794,301	I	See Footnote ⁽¹⁾
Class A Common Stock	03/10/2021		S		15	D	\$88.15	9,794,286	I	See Footnote ⁽¹⁾

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								2,175,666	D	
Class A Common Stock								9,216	I	See Footnote ⁽²⁰⁾
Class A Common Stock								170,294	I	See Footnote ⁽²¹⁾
Class A Common Stock								72,695	I	See Footnote ⁽²²⁾
Class A Common Stock								1,237,115	I	See Footnote ⁽²³⁾

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	(24)	01/15/2021		G	V		331 ⁽²⁵⁾	(24)	(24)	Class A Common Stock	331	\$0.00	43,047	I	See Footnote ⁽²⁶⁾
Class B Common Stock	(24)	01/15/2021		G	V		331 ⁽²⁵⁾	(24)	(24)	Class A Common Stock	331	\$0.00	43,047	I	See Footnote ⁽²⁷⁾
Class B Common Stock	(24)	01/15/2021		G	V		473 ⁽²⁵⁾	(24)	(24)	Class A Common Stock	473	\$0.00	82,109	I	See Footnote ⁽²⁸⁾
Class B Common Stock	(24)	01/15/2021		G	V		473 ⁽²⁵⁾	(24)	(24)	Class A Common Stock	473	\$0.00	82,109	I	See Footnote ⁽²⁹⁾
Class B Common Stock	(24)	01/15/2021		G	V		156 ⁽²⁵⁾	(24)	(24)	Class A Common Stock	156	\$0.00	23,758	I	See Footnote ⁽³⁰⁾
Class B Common Stock	(24)	01/15/2021		G	V		156 ⁽²⁵⁾	(24)	(24)	Class A Common Stock	156	\$0.00	23,758	I	See Footnote ⁽³¹⁾
Class B Common Stock	(24)	01/15/2021		G	V		270 ⁽²⁵⁾	(24)	(24)	Class A Common Stock	270	\$0.00	18,353	I	See Footnote ⁽³²⁾
Class B Common Stock	(24)	01/15/2021		G	V		270 ⁽²⁵⁾	(24)	(24)	Class A Common Stock	270	\$0.00	328,353	I	See Footnote ⁽³³⁾
Class B Common Stock	(24)	01/15/2021		G	V	2,460 ⁽³⁴⁾		(24)	(24)	Class A Common Stock	2,460	\$0.00	2,032,748	I	See Footnote ⁽¹⁾
Class B Common Stock	(24)							(24)	(24)	Class A Common Stock	500,000		500,000	I	See Footnote ⁽²⁰⁾
Class B Common Stock	(24)							(24)	(24)	Class A Common Stock	19,009		19,009	I	See Footnote ⁽³⁵⁾
Class B Common Stock	(24)							(24)	(24)	Class A Common Stock	19,009		19,009	I	See Footnote ⁽³⁶⁾
Class B Common Stock	(24)							(24)	(24)	Class A Common Stock	10,250		10,250	I	See Footnote ⁽³⁷⁾
Class B Common Stock	(24)							(24)	(24)	Class A Common Stock	10,250		10,250	I	See Footnote ⁽³⁸⁾

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. The shares are held by The Siebel Living Trust u/a/d 7/27/93, a amended, of which the Reporting Person is trustee.
2. Represents weighted average sales price. The shares were sold at prices ranging from \$85.00 to \$85.99. 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.
3. Represents weighted average sales price. The shares were sold at prices ranging from \$86.00 to \$86.99. 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 \$87.00 to \$87.99. 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 \$88.00 to \$88.81. 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 \$89.00 to \$89.92. 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 \$90.00 to \$90.99. 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 \$91.00 to \$91.98. 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.
9. Represents weighted average sales price. The shares were sold at prices ranging from \$92.00 to \$92.50. 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.
10. Represents weighted average sales price. The shares were sold at prices ranging from \$83.70 to \$84.69. 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.
11. Represents weighted average sales price. The shares were sold at prices ranging from \$84.70 to \$85.69. 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.
12. Represents weighted average sales price. The shares were sold at prices ranging from \$85.70 to \$86.68. 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.
13. Represents weighted average sales price. The shares were sold at prices ranging from \$86.70 to \$87.62. 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.
14. Represents weighted average sales price. The shares were sold at prices ranging from \$87.75 to \$88.30. 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.
15. Represents weighted average sales price. The shares were sold at prices ranging from \$83.00 to \$83.99. 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.
16. Represents weighted average sales price. The shares were sold at prices ranging from \$84.00 to \$84.99. 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.
17. Represents weighted average sales price. The shares were sold at prices ranging from \$85.00 to \$85.98. 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.
18. Represents weighted average sales price. The shares were sold at prices ranging from \$86.00 to \$86.86. 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.
19. Represents weighted average sales price. The shares were sold at prices ranging from \$87.02 to \$87.96. 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.
20. The shares are held by First Virtual Holdings, LLC, of which the Reporting Person is Chairman.
21. The shares are held by Siebel Asset Management, L.P., of which the Reporting Person is the general partner.
22. The shares are held by Siebel Asset Management III, L.P., of which the Reporting Person is the general partner.
23. The shares are held by The Siebel 2011 Irrevocable Children's Trust, of which the Reporting Person is co-trustee.
24. Immediately upon the closing of the Issuer's initial public offering, all shares of Series A* Convertible Preferred Stock automatically converted into shares of Class B Common Stock and had no expiration date.
25. On January 25, 2021, shares held by the annuity trust were transferred to The Siebel Living Trust u/a/d 7/27/1983 to satisfy annuity payments.
26. The shares are held by The Siebel 2013 Annuity Trust I u/a/d 10/8/2013, of which the Reporting Person is the trustee.
27. The shares are held by The Siebel 2013 Annuity Trust II u/a/d 10/8/2013, of which the Reporting Person is the trustee.
28. 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.
29. 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.
30. 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.
31. 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.
32. 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.
33. 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.
34. On January 25, 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.
35. 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.
36. 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.
37. 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.
38. 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- 03/10/2021
in-Fact

/s/ Brady Mickelsen, Attorney- 03/10/2021
in-Fact

** 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.