

**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.

1. Name and Address of Reporting Person* <u>Rice Condoleezza</u>			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 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O C3.AI, INC. 1400 SEAPORT BLVD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) REDWOOD CA 94063								
(City) (State) (Zip)								

**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	12/10/2024		M <sup>(1)</sup>		41,355	A	\$1.86	115,742	D	
Class A Common Stock	12/10/2024		M <sup>(1)</sup>		33,334	A	\$1.68	149,076	D	
Class A Common Stock	12/10/2024		S <sup>(1)</sup>		74,689	D	\$45.01 <sup>(2)</sup>	74,387	D	
Class A Common Stock								587	I	See Footnote <sup>(3)</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
Stock Option (Right to Buy)	\$1.86	12/10/2024		M <sup>(1)</sup>		41,355		(4)	10/29/2026	Class A Common Stock	41,355	\$0	312 <sup>(5)</sup>	D	
Stock Option (Right to Buy)	\$1.68	12/10/2024		M <sup>(1)</sup>		33,334		(4)	07/18/2026	Class A Common Stock	33,334	\$0	0 <sup>(5)</sup>	D	

**Explanation of Responses:**

- The transaction being reported was effected pursuant to a previously established Rule 10b5-1 trading plan dated December 26, 2023.
- Represents weighted average sales price. The shares were sold at prices ranging from \$45.00 to \$45.07. 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.
- The shares are held by the Condoleezza Rice Trust Agreement U/A/D 11/24/99, of which the Reporting Person is trustee.
- Fully vested.
- Due to rounding in connection with the reverse stock split, the total shares include an additional share that was not originally reported on the Reporting Person's Form 3.

/s/ Eric Jensen, Attorney-in-Fact 12/11/2024

\*\* 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.