

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

1. Name and Address of Reporting Person* <u>SIEBEL THOMAS M</u>  (Last) (First) (Middle) <u>C/O C3.AI, INC.</u> <u>1300 SEAPORT BLVD, SUITE 500</u>  (Street) <u>REDWOOD CITY</u> <u>CA</u> <u>94603</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>C3.ai, Inc. [ AI ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2021</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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>  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			
Class A Common Stock	03/15/2021		S		209,632	D	\$86.35 <sup>(1)</sup>	9,584,654	I	See Footnote <sup>(2)</sup>
Class A Common Stock	03/15/2021		S		78,628	D	\$87.05 <sup>(3)</sup>	9,506,026	I	See Footnote <sup>(2)</sup>
Class A Common Stock	03/15/2021		S		116,051	D	\$88.29 <sup>(4)</sup>	9,389,975	I	See Footnote <sup>(2)</sup>
Class A Common Stock	03/15/2021		S		43,539	D	\$89.27 <sup>(5)</sup>	9,346,436	I	See Footnote <sup>(2)</sup>
Class A Common Stock	03/15/2021		S		27,091	D	\$90.27 <sup>(6)</sup>	9,319,345	I	See Footnote <sup>(2)</sup>
Class A Common Stock	03/15/2021		S		9,919	D	\$91.27 <sup>(7)</sup>	9,309,426	I	See Footnote <sup>(2)</sup>
Class A Common Stock	03/16/2021		S		16,764	D	\$85.71 <sup>(8)</sup>	9,292,662	I	See Footnote <sup>(2)</sup>
Class A Common Stock	03/16/2021		S		19,601	D	\$86.44 <sup>(9)</sup>	9,273,061	I	See Footnote <sup>(2)</sup>
Class A Common Stock	03/16/2021		S		5,670	D	\$87.27 <sup>(10)</sup>	9,267,391	I	See Footnote <sup>(2)</sup>
Class A Common Stock	03/16/2021		S		100	D	\$88.09	9,267,291	I	See Footnote <sup>(2)</sup>
Class A Common Stock	03/17/2021		S		8,762	D	\$79.99 <sup>(11)</sup>	9,258,529	I	See Footnote <sup>(2)</sup>
Class A Common Stock	03/17/2021		S		3,800	D	\$80.98 <sup>(12)</sup>	9,254,729	I	See Footnote <sup>(2)</sup>
Class A Common Stock	03/17/2021		S		10,857	D	\$81.97 <sup>(13)</sup>	9,243,872	I	See Footnote <sup>(2)</sup>
Class A Common Stock	03/17/2021		S		4,400	D	\$82.82 <sup>(14)</sup>	9,239,472	I	See Footnote <sup>(2)</sup>
Class A Common Stock	03/17/2021		M		163,934	A	\$1.86	2,339,600	D	
Class A Common Stock	03/17/2021		S		379,410	D	\$80.62 <sup>(15)</sup>	1,960,190	D	
Class A Common Stock	03/17/2021		S		125,225	D	\$81.51 <sup>(16)</sup>	1,834,965	D	
Class A Common Stock	03/17/2021		S		74,671	D	\$82.47 <sup>(17)</sup>	1,760,294	D	
Class A Common Stock	03/17/2021		S		3,904	D	\$83.21 <sup>(18)</sup>	1,756,390	D	
Class A Common Stock								9,216	I	See Footnote <sup>(19)</sup>
Class A Common Stock								170,294	I	See Footnote <sup>(20)</sup>

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								72,695	I	See Footnote <sup>(21)</sup>
Class A Common Stock								1,237,115	I	See Footnote <sup>(22)</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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$1.86	03/17/2021		M			163,934	(23)	11/29/2026	Class A Common Stock	163,934	\$0.00	1,336,066	D	

1. Name and Address of Reporting Person<sup>\*</sup>  
SIEBEL THOMAS M

(Last)(First)(Middle)

C/O C3.AI, INC.  
1300 SEAPORT BLVD, SUITE 500

(Street)

REDWOOD CITY CA94603

(City)(State)(Zip)

1. Name and Address of Reporting Person<sup>\*</sup>  
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 CA94063

(City)(State)(Zip)

Explanation of Responses:

1. Represents weighted average sales price. The shares were sold at prices ranging from \$85.80 to \$86.79. 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 \$86.80 to \$87.77. 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 \$87.84 to \$88.83. 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 \$88.84 to \$89.80. 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 \$89.84 to \$90.74. 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 \$90.85 to \$91.75. 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 \$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.
9. 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.
10. Represents weighted average sales price. The shares were sold at prices ranging from \$87.00 to \$87.95. 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 \$79.48 to \$80.46. 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 \$80.49 to \$81.48. 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 \$81.51 to \$82.33. 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 \$82.71 to \$83.30. 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 \$80.16 to \$81.15. 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 \$81.16 to \$82.15. 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 \$82.16 to \$83.15. 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 \$83.18 to \$83.28. 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. The shares are held by First Virtual Holdings, LLC, of which the Reporting Person is Chairman.
20. The shares are held by Siebel Asset Management, L.P., of which the Reporting Person is the general partner.
21. The shares are held by Siebel Asset Management III, L.P., of which the Reporting Person is the general partner.
22. The shares are held by The Siebel 2011 Irrevocable Children's Trust, of which the Reporting Person is co-trustee.
23. The options vest on an equal quarterly basis over the five (5) year period following November 30, 2016, so long as the Reporting Person continues to provide services through such vesting dates.

Remarks:

/s/ Brady Mickelsen, Attorney-  
in-Fact 03/17/2021

/s/ Brady Mickelsen, Attorney-  
in-Fact 03/17/2021

\*\* 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.

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.