

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Behzadi Houman</u>  (Last) (First) (Middle) <u>C/O C3.AI, INC.</u> <u>1300 SEAPORT BLVD, SUITE 500</u>  (Street) <u>REDWOOD</u> <u>CA</u> <u>94063</u> <u>CITY</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>C3.ai, Inc.</u> [ <u>AI</u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Product Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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		M		50,000	A	\$1.56	281,108	D	
Class A Common Stock	03/08/2021		S		2,603	D	\$83.47 <sup>(1)</sup>	278,505	D	
Class A Common Stock	03/08/2021		S		3,700	D	\$84.65 <sup>(2)</sup>	274,805	D	
Class A Common Stock	03/08/2021		S		11,287	D	\$85.46 <sup>(3)</sup>	263,518	D	
Class A Common Stock	03/08/2021		S		6,101	D	\$86.42 <sup>(4)</sup>	257,417	D	
Class A Common Stock	03/08/2021		S		5,500	D	\$87.38 <sup>(5)</sup>	251,917	D	
Class A Common Stock	03/08/2021		S		5,566	D	\$88.35 <sup>(6)</sup>	246,351	D	
Class A Common Stock	03/08/2021		S		5,331	D	\$89.29 <sup>(7)</sup>	241,020	D	
Class A Common Stock	03/08/2021		S		3,800	D	\$90.46 <sup>(8)</sup>	237,220	D	
Class A Common Stock	03/08/2021		S		3,500	D	\$91.47 <sup>(9)</sup>	233,720	D	
Class A Common Stock	03/08/2021		S		2,612	D	\$92.36 <sup>(10)</sup>	231,108	D	
Class A Common Stock	03/09/2021		M		50,000	A	\$1.86	281,108	D	
Class A Common Stock	03/09/2021		S		6,000	D	\$83.82 <sup>(11)</sup>	275,108	D	
Class A Common Stock	03/09/2021		S		21,200	D	\$84.77 <sup>(12)</sup>	253,908	D	
Class A Common Stock	03/09/2021		S		13,600	D	\$85.52 <sup>(13)</sup>	240,308	D	
Class A Common Stock	03/09/2021		S		6,500	D	\$86.66 <sup>(14)</sup>	233,808	D	
Class A Common Stock	03/09/2021		S		2,400	D	\$87.62 <sup>(15)</sup>	231,408	D	
Class A Common Stock	03/09/2021		S		300	D	\$88.36 <sup>(16)</sup>	231,108	D	
Class A Common Stock	03/10/2021		M		44,979	A	\$1.56	276,087	D	
Class A Common Stock	03/10/2021		M		52,860	A	\$1.86	328,947	D	
Class A Common Stock	03/10/2021		S		17,734	D	\$83.71 <sup>(17)</sup>	311,213	D	
Class A Common Stock	03/10/2021		S		46,717	D	\$84.45 <sup>(18)</sup>	264,496	D	
Class A Common Stock	03/10/2021		S		6,000	D	\$85.23 <sup>(19)</sup>	258,496	D	
Class A Common Stock	03/10/2021		S		7,400	D	\$86.77 <sup>(20)</sup>	251,096	D	
Class A Common Stock	03/10/2021		S		12,475	D	\$87.72 <sup>(21)</sup>	238,621	D	
Class A Common Stock	03/10/2021		S		4,613	D	\$88.78 <sup>(22)</sup>	234,008	D	
Class A Common Stock	03/10/2021		S		2,900	D	\$89.58 <sup>(23)</sup>	231,108	D	

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)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)		6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)		8. Title and Amount or Number of Securities Underlying Derivative Security (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	12. Nature of Indirect Beneficial Ownership (Instr. 4)
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. Transaction Code (Instr. 8)	6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Date Exercisable and Expiration Date (Month/Day/Year)	9. Title and Amount or Number of Securities Underlying Derivative Security (Instr. 3 and 4)	10. Price of Derivative Security (Instr. 5)	11. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	12. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	13. Nature of Indirect Beneficial Ownership (Instr. 4)
Stock Option (Right to Buy)	\$1.56	03/08/2021		M		(A) or Disposed of (D) 50,000 3, 4 and 5)	(24)	01/20/2024	Class A Common Stock 50,000	\$0.00	Following Reported Transaction(s) 44,979n(s) (Instr. 4)	D	
Stock Option (Right to Buy)	\$1.86	03/09/2021		M		(A) 50,000 (D)	(25)	11/26/2026	Class A Common Stock 50,000 Shares	\$0.00	116,667	D	
Stock Option (Right to Buy)	\$1.56	03/10/2021		M		44,979	(24)	01/20/2024	Class A Common Stock 44,979	\$0.00	0	D	
Stock Option (Right to Buy)	\$1.86	03/10/2021		M		52,860	(25)	11/26/2026	Class A Common Stock 52,860	\$0.00	63,807	D	

Explanation of Responses:

- Represents weighted average sales price. The shares were sold at prices ranging from \$82.92 to \$83.902. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$83.92 to \$84.91. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$84.92 to \$85.91. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$85.92 to \$86.91. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$86.92 to \$87.91. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$87.96 to \$88.93. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$88.98 to \$89.97. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$89.99 to \$90.98. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$90.99 to \$91.97. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$91.99 to \$92.98. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$83.20 to \$84.18. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$84.20 to \$85.19. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$85.20 to \$86.15. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$86.20 to \$87.15. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$87.23 to \$88.18. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$88.25 to \$88.42. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$82.99 to \$83.98. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$83.99 to \$84.98. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$84.99 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$86.30 to \$87.22. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$87.31 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$88.31 to \$89.30. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$89.36 to \$89.82. 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.
- Fully vested.
- Twenty percent (20%) of the shares subject to the option grant vested on November 30, 2017, and the remaining eighty percent (80%) of each such grant vests on a monthly basis for the following four years, so long as the Reporting Person continues to provide services through such vesting dates.

Remarks:

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

\*\* 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.