

☐ 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>ABBO EDWARD Y</u> (Last) (First) (Middle) <u>C/O C3.AI, INC.</u> <u>1400 SEAPORT BLVD</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. [AI]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/27/2023</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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 Technology Officer</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
Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	06/27/2023		M ⁽¹⁾		179,191	A	\$1.56	508,301	D	
Class A Common Stock	06/27/2023		M ⁽¹⁾		107,143	A	\$1.68	615,444	D	
Class A Common Stock	06/27/2023		M ⁽¹⁾		250,000	A	\$1.86	865,444	D	
Class A Common Stock	06/27/2023		M ⁽¹⁾		47,874	A	\$2.82	913,318	D	
Class A Common Stock	06/27/2023		M ⁽¹⁾		114,190	A	\$4.56	1,027,508	D	
Class A Common Stock	06/27/2023		M ⁽¹⁾		80,854	A	\$4.56	1,108,362	D	
Class A Common Stock	06/27/2023		S ⁽¹⁾		457,585	D	\$32.96 ⁽²⁾	650,777	D	
Class A Common Stock								149,577	I	See Footnote ⁽³⁾
Class A Common Stock								149,578	I	See Footnote ⁽⁴⁾
Class A Common Stock								149,578	I	See Footnote ⁽⁵⁾

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)	\$1.56	06/27/2023		M ⁽¹⁾		179,191	(6)	01/20/2024	Class A Common Stock	179,191	\$0.00	0	D	
Stock Option (Right to Buy)	\$1.68	06/27/2023		M ⁽¹⁾		107,143	(6)	07/12/2026	Class A Common Stock	107,143	\$0.00	0	D	
Stock Option (Right to Buy)	\$1.86	06/27/2023		M ⁽¹⁾		250,000	(6)	11/29/2026	Class A Common Stock	250,000	\$0.00	0	D	
Stock Option (Right to Buy)	\$2.82	06/27/2023		M ⁽¹⁾		47,874	(6)	05/22/2028	Class A Common Stock	47,874	\$0.00	0 ⁽⁷⁾	D	
Stock Option (Right to Buy)	\$4.56	06/27/2023		M ⁽¹⁾		114,190	(8)	06/12/2029	Class A Common Stock	114,190	\$0.00	30,548	D	
Stock Option	\$4.56	06/27/2023		M ⁽¹⁾		80,854	(9)	07/05/2030	Class A Common Stock	80,854	\$0.00	63,884	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)	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				
(Right to Buy)															

Explanation of Responses:

1. Transaction pursuant to a previously established Rule 10b5-1 Plan dated March 22, 2023.
2. Represents weighted average sales price. The shares were sold at prices ranging from \$32.68 to \$33.50. 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.
3. The shares are held by the Abbo 2012 Children's Trust FBO Casey Cecile Abbo, of which the Reporting Person is trustee.
4. The shares are held by the Abbo 2012 Children's Trust FBO Dana Lauren Abbo, of which the Reporting Person is trustee.
5. The shares are held by the Abbo 2012 Children's Trust FBO Layla Grace Abbo, of which the Reporting Person is trustee.
6. Fully vested.
7. Due to rounding in connection with the reverse stock split, the total shares include 2 additional shares that was not originally reported on the Reporting Person's Form 3
8. Twenty percent (20%) of the shares subject to the option grant vested on May 1, 2020, and the remaining eighty percent (80%) of 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.
9. Twenty percent (20%) of the shares subject to the option grant vested on May 1, 2021, and the remaining eighty percent (80%) of 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/ Eric C. Jensen, Attorney-in-Fact 06/29/2023

** 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.