

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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>	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>	
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/27/2020</u>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> 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	12/11/2020		C		170,294	A	(1)	170,294	I	See Footnote ⁽²⁾
Class A Common Stock	12/11/2020		C		72,695	A	(1)	72,695	I	See Footnote ⁽³⁾
Class A Common Stock	12/11/2020		C		1,335,383	A	(1)	12,057,527	I	See Footnote ⁽⁴⁾
Class A Common Stock	12/11/2020		C		9,216	A	(1)	9,216	I	See Footnote ⁽⁵⁾
Class A Common Stock	12/11/2020		C		146,198	A	(1)	1,237,115	I	See Footnote ⁽⁶⁾
Class A Common Stock								2,175,666	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B* Convertible Preferred Stock	(1)	12/11/2020		C		140,165	(1)	(1)	Class A Common Stock	140,165	\$0.00	0	I	See Footnote ⁽²⁾
Series B* Convertible Preferred Stock	(1)	12/11/2020		C		59,834	(1)	(1)	Class A Common Stock	59,834	\$0.00	0	I	See Footnote ⁽³⁾
Series B-1A* Convertible Preferred Stock	(1)	12/11/2020		C		30,129	(1)	(1)	Class A Common Stock	30,129	\$0.00	0	I	See Footnote ⁽²⁾
Series B-1A* Convertible Preferred Stock	(1)	12/11/2020		C		12,861	(1)	(1)	Class A Common Stock	12,861	\$0.00	0	I	See Footnote ⁽³⁾
Series B-1A* Convertible Preferred Stock	(1)	12/11/2020		C		38,343	(1)	(1)	Class A Common Stock	38,343	\$0.00	0	I	See Footnote ⁽⁴⁾
Series B-1B* Convertible Preferred Stock	(1)	12/11/2020		C		9,216	(1)	(1)	Class A Common Stock	9,216	\$0.00	0	I	See Footnote ⁽⁵⁾
Series B-1B* Convertible Preferred Stock	(1)	12/11/2020		C		45,120	(1)	(1)	Class A Common Stock	45,120	\$0.00	0	I	See Footnote ⁽⁴⁾

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)
Series C Convertible Preferred	(1)	12/11/2020		C			146,198	(1)	(1)	Class A Common Stock	146,198	\$0.00	0	I	See Footnote ⁽⁶⁾
Series F Convertible Preferred	(1)	12/11/2020		C			1,251,920	(1)	(1)	Class A Common Stock	1,251,920	\$0.00	0	I	See Footnote ⁽⁴⁾

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. Immediately upon the closing of the Issuer's initial public offering, all shares of Series B* Convertible Preferred Stock, Series B-1A* Convertible Preferred Stock, Series B-1B* Convertible Preferred Stock, Series C Convertible Preferred Stock and Series F Convertible Preferred Stock automatically converted into shares of Class A Common Stock and had no expiration date.

2. The shares are held by Siebel Asset Management, L.P., of which the Reporting Person is the general partner.

3. The shares are held by Siebel Asset Management III, L.P., of which the Reporting Person is the general partner.

4. The shares are held by The Siebel Living Trust u/a/d 7/27/93, a amended, of which the Reporting Person is trustee.

5. The shares are held by First Virtual Holdings, LLC, of which the Reporting Person is Chairman.

6. The shares are held by The Siebel 2011 Irrevocable Children's Trust, of which the Reporting Person is co-trustee.

Remarks:

Two of two filings made for the Reporting Persons.

[/s/ Brady Mickelsen, Attorney-in-Fact](#)

[/s/ Brady Mickelsen, Attorney-in-Fact](#)

** Signature of Reporting Person

[12/11/2020](#)

[12/11/2020](#)

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.