SEC Form 4	
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FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number:

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

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* SIEBEL THOMAS M					2. Issuer Name and Ticker or Trading Symbol C3.ai, Inc. [AI]							(Cheo X	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner					
(Last) C/O C3.A 1300 SEA	AI, INC.	irst) VD, SUITE 500		3. Date of Earliest Transaction (Month/Day/Year) 08/27/2020								X Officer (give title Other (specify below) below) Chief Executive Officer						
(Street) REDWO CITY	OD C.	A	94603		4. If Amendment, Date of Original Filed (Month/Day/Year)							Line)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person					
(City)	(S	tate)	(Zip)															
1 Title of S	1-Deriv			Securities Acq		quired, Disposed		f, or Ben	-	y Owned 5. Amount of		6. Ownership	ershin 7	Nature of				
1. Title of Security (Instr. 3)			Date (Month/Da		Execution Date,		3. Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3, 4 a		3, 4 and 5)	Securities Beneficially Owned Foll Reported	ecurities eneficially wned Following eported		Direct Ir ndirect B r.4) O	ndirect eneficial wnership nstr. 4)		
								Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)					
Class A C	Common Sto	ock		12/11/		/2020		С		170,294	4 A	(1)	170,294				ee ootnote ⁽²⁾	
Class A C	Common Sto	ock	12/11/		/2020		с		72,695	A	(1)	72,69	95		F	ee ootnote ⁽³⁾		
Class A C	Common Sto	non Stock 1		12/11/2020				с		1,335,38	3 A	(1)	12,057,527				ee ootnote ⁽⁴⁾	
Class A C	Common Sto	ock	12/		12/11/2020					9,216	A	(1)	9,216		I Fe		ee ootnote ⁽⁵⁾	
Class A C	Class A Common Stock			12/11/2	2020			С		146,198	3 A	(1)	1,237,115		I I I		ee ootnote ⁽⁶⁾	
Class A Common Stock												2,175,6		666 I				
			Table II -							osed of, convertib			wned					
1. Title of Derivative Security (Instr. 3)	vative Conversion Date Execution Date if any		3A. Deemed Execution Dat if any (Month/Day/Ye	Date, Transac Code (Ir		Der Sec Acq	Derivative		Exerci on Dat Day/Ye			Underlying Security	lying Derivative		ber of ve ies ially	Ownershi Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)	
						(D)	(Instr. 3, 4				(Followi Reporte		(I) (Instr. 4)	1	
				Cod	le V	(D) and	(Instr. 3, 4	Date Exercisa				Amount or Number of Shares	-	Reporte Transac (Instr. 4	ed ction(s)			
Series B* Convertible Preferred Stock		12/11/2020		Cod	le V	(D) and	(Instr. 3, 4 5)			Expiration Date		Number of	\$0.00	Reporte Transac	ed ction(s))		See Footnote ⁽²⁾	
Convertible Preferred	Security	12/11/2020			le V	(D) and	(Instr. 3, 4 5) (D)	Exercisa		Expiration Date	Title Class A Common	Number of Shares	\$0.00 \$0.00	Reporte Transac (Instr. 4	ed ction(s))	(I) (Instr. 4)		
Convertible Preferred Stock Series B* Convertible Preferred	(1)			С		(D) and	(Instr. 3, 4 5) (D) 140,165	(1)		Expiration Date (1) (1)	Title Class A Common Stock Class A Class A	Number of Shares 140,165		Reporte Transac (Instr. 4	ed tion(s))	(I) (Instr. 4) I	Footnote ⁽²⁾	
Convertible Preferred Stock Series B* Convertible Stock Series B- 1A* Convertible Preferred	(1)	12/11/2020		С		(D) and	(Instr. 3, 4 5) (D) 140,165 59,834	(1) (1)		Expiration Date (1) (1)	Title Class A Common Stock Class A Common Stock Class A Common	Number of Shares 140,165 59,834	\$0.00	Reporte Transac (Instr. 4	ed ction(s)))	(I) (Instr. 4)	Footnote ⁽²⁾ See Footnote ⁽³⁾ See	
Convertible Preferred Stock Series B* Convertible Preferred Stock Series B- 1A* Series B- 1A* Series B- 1A* Convertible Preferred	Security (1) (1) (1)	12/11/2020		c c c		(D) and	(Instr. 3, 4 5) (D) 140,165 59,834 30,129	(1) (1) (1)		Expiration Date (1) (1) (1) (1) (1)	Title Image: Class A Common Stock Class A Common Stock Image: Class A Common Stock Class A Common Stock Image: Class A Common Stock	Number of 140,165 59,834 30,129	\$0.00 \$0.00	Reporte Transac (Instr. 4	ed ction(s))))	(I) (Instr. 4)	Footnote ⁽²⁾ See Footnote ⁽³⁾ See Footnote ⁽²⁾ See	
Convertible Preferred Stock Series B* Convertible Preferred Stock Series B- 1A* Convertible Preferred Stock Series B- 1A* Convertible Preferred Stock	Security (1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	12/11/2020 12/11/2020 12/11/2020		с с с с		(D) and	(mstr. 3, 4 5) 140,165 59,834 30,129 12,861	Exercisa (1) (1) (1) (1)		Expiration Date (1) (1) (1) (1) (1) (1)	Title Image: Class A Common Stock Class A Common Stock Image: Class A Common Stock Class A Common Stock Image: Class A Common Stock Class A Common Stock Image: Class A Common Stock	Number of 140,165 59,834 30,129 12,861	\$0.00 \$0.00 \$0.00	Reporte Transac (Instr. 4	ed stion(s)))))))	(I) (Instr. 4)	Footnote ⁽²⁾ See Footnote ⁽³⁾ See Footnote ⁽²⁾ See Footnote ⁽³⁾ See Source ⁽³⁾ See	

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)	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		(Instr. 4)		
Series C Convertible Preferred	(1)	12/11/2020		С			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		с			1,251,920	(1)	(1)	Class A Common Stock	1,251,920	\$0.00	0	I	See Footnote ⁽⁴⁾
	d Address of	Reporting Person [*] ASM													
(Last) C/O C3.A		(First)	(Middle)												
(Street)	OD CITY		94603												
(City)		(State)	(Zip)												
		Reporting Person [*] 1st u/a/d 7/27	/ <u>93, as amenc</u>	<u>led</u>		1									
(Last) C/O C3.A	1	(First)	(Middle)												
1300 SEA	APORT BL	D, SUITE 500													
(Street) REDWO	OD 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.

<u>/s/ Brady Mickelsen, Attorney-</u> <u>in-Fact</u> <u>12/11/2020</u>

/s/ Brady Mickelsen, Attorneyin-Fact 12/11/2020

** Signature of Reporting Person D

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.