

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

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

1. Name and Address of Reporting Person* SIEBEL THOMAS M			2. Issuer Name and Ticker or Trading Symbol C3.ai, Inc. [AI]			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) Chief Executive Officer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/27/2020			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			
C/O C3.AI, INC. 1300 SEAPORT BLVD, SUITE 500			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
REDWOOD CITY	CA		94603						

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		5,988,974	A	(1)	10,722,144	I	See Footnote ⁽²⁾	

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				
Stock Option (Right to Buy)	\$11.16	08/27/2020		A		6,166,666		(3)	08/26/2030	Class A Common Stock	6,166,666	\$0.00	6,166,666	D	
Class A-1 Common Stock	(1)	12/11/2020		C		5,988,974		(1)	(4)	Class A Common Stock	5,988,974	\$0.00	0	I	See Footnote ⁽²⁾
Series A* Convertible Preferred	(5)	12/11/2020		C		2,030,288		(5)	(5)	Class B Common Stock	2,030,288	\$0.00	0	I	See Footnote ⁽²⁾
Class B Common Stock	(5)	12/11/2020		C		2,030,288		(5)	(5)	Class A Common Stock	2,030,288	\$0.00	2,030,288	I	See Footnote ⁽²⁾
Series A* Convertible Preferred	(5)	12/11/2020		C		500,000		(5)	(5)	Class B Common Stock	500,000	\$0.00	0	I	See Footnote ⁽⁶⁾
Class B Common Stock	(5)	12/11/2020		C		500,000		(5)	(5)	Class A Common Stock	500,000	\$0.00	500,000	I	See Footnote ⁽⁶⁾
Series A* Convertible Preferred	(5)	12/11/2020		C		43,378		(5)	(5)	Class B Common Stock	43,378	\$0.00	0	I	See Footnote ⁽⁷⁾
Class B Common Stock	(5)	12/11/2020		C		43,378		(5)	(5)	Class A Common Stock	43,378	\$0.00	43,378	I	See Footnote ⁽⁷⁾
Series A* Convertible Preferred	(5)	12/11/2020		C		43,378		(5)	(5)	Class B Common Stock	43,378	\$0.00	0	I	See Footnote ⁽⁸⁾
Class B Common Stock	(5)	12/11/2020		C		43,378		(5)	(5)	Class A Common Stock	43,378	\$0.00	43,378	I	See Footnote ⁽⁸⁾
Series A* Convertible Preferred	(5)	12/11/2020		C		82,582		(5)	(5)	Class B Common Stock	82,582	\$0.00	0	I	See Footnote ⁽⁹⁾
Class B Common Stock	(5)	12/11/2020		C		82,582		(5)	(5)	Class A Common Stock	82,582	\$0.00	82,582	I	See Footnote ⁽⁹⁾
Series A* Convertible Preferred	(5)	12/11/2020		C		82,582		(5)	(5)	Class B Common Stock	82,582	\$0.00	0	I	See Footnote ⁽¹⁰⁾
Class B Common Stock	(5)	12/11/2020		C		82,582		(5)	(5)	Class A Common Stock	82,582	\$0.00	82,582	I	See Footnote ⁽¹⁰⁾
Series A* Convertible Preferred	(5)	12/11/2020		C		23,914		(5)	(5)	Class B Common Stock	23,914	\$0.00	0	I	See Footnote ⁽¹¹⁾
Class B Common Stock	(5)	12/11/2020		C		23,914		(5)	(5)	Class A Common Stock	23,914	\$0.00	23,914	I	See Footnote ⁽¹¹⁾

**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				
Series A* Convertible Preferred	(5)	12/11/2020		C			23,914	(5)	(5)	Class B Common Stock	23,914	\$0.00	0	I	See Footnote ⁽¹²⁾
Class B Common Stock	(5)	12/11/2020		C		23,914		(5)	(5)	Class A Common Stock	23,914	\$0.00	23,914	I	See Footnote ⁽¹²⁾
Series A* Convertible Preferred	(5)	12/11/2020		C			18,623	(5)	(5)	Class B Common Stock	18,623	\$0.00	0	I	See Footnote ⁽¹³⁾
Class B Common Stock	(5)	12/11/2020		C		18,623		(5)	(5)	Class A Common Stock	18,623	\$0.00	18,623	I	See Footnote ⁽¹³⁾
Series A* Convertible Preferred	(5)	12/11/2020		C			18,623	(5)	(5)	Class B Common Stock	18,623	\$0.00	0	I	See Footnote ⁽¹⁴⁾
Class B Common Stock	(5)	12/11/2020		C		18,623		(5)	(5)	Class A Common Stock	18,623	\$0.00	18,623	I	See Footnote ⁽¹⁴⁾
Series A* Convertible Preferred	(5)	12/11/2020		C			19,009	(5)	(5)	Class B Common Stock	19,009	\$0.00	0	I	See Footnote ⁽¹⁵⁾
Class B Common Stock	(5)	12/11/2020		C		19,009		(5)	(5)	Class A Common Stock	19,009	\$0.00	19,009	I	See Footnote ⁽¹⁵⁾
Series A* Convertible Preferred	(5)	12/11/2020		C			19,009	(5)	(5)	Class B Common Stock	19,009	\$0.00	0	I	See Footnote ⁽¹⁶⁾
Class B Common Stock	(5)	12/11/2020		C		19,009		(5)	(5)	Class A Common Stock	19,009	\$0.00	19,009	I	See Footnote ⁽¹⁶⁾
Series A* Convertible Preferred	(5)	12/11/2020		C			10,250	(5)	(5)	Class B Common Stock	10,250	\$0.00	0	I	See Footnote ⁽¹⁷⁾
Class B Common Stock	(5)	12/11/2020		C		10,250		(5)	(5)	Class A Common Stock	10,250	\$0.00	10,250	I	See Footnote ⁽¹⁷⁾
Series A* Convertible Preferred	(5)	12/11/2020		C			10,250	(5)	(5)	Class B Common Stock	10,250	\$0.00	0	I	See Footnote ⁽¹⁸⁾
Class B Common Stock	(5)	12/11/2020		C		10,250		(5)	(5)	Class A Common Stock	10,250	\$0.00	10,250	I	See Footnote ⁽¹⁸⁾

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:

- Immediately upon the closing of the Issuer's initial public offering, all shares of Class A-1 Common Stock automatically converted into shares of Class A Common Stock and had no expiration date.
- The shares are held by The Siebel Living Trust u/a/d 7/27/93, a amended, of which the Reporting Person is trustee.
- The options vest on an equal quarterly basis over the five (5) year period following August 28, 2020, so long as the Reporting Person continues to provide services through such vesting dates.
- Fully vested.
- Immediately upon the closing of the Issuer's initial public offering, all shares of Series A* Convertible Preferred Stock automatically converted into shares of Class B Common Stock and had no expiration date.
- The shares are held by First Virtual Holdings, LLC, of which the Reporting Person is Chairman.
- The shares are held by The Siebel 2013 Annuity Trust I u/a/d 10/8/2013, of which the Reporting Person is the trustee.
- The shares are held by The Siebel 2013 Annuity Trust II u/a/d 10/8/2013, of which the Reporting Person is the trustee.
- The shares are held by The Siebel 2014 Annuity Trust I u/a/d 10/22/2014, of which the Reporting Person is the trustee.
- The shares are held by The Siebel 2014 Annuity Trust II u/a/d 10/22/2014, of which the Reporting Person is the trustee.
- The shares are held by The Siebel 2017 Annuity Trust I u/a/d 11/28/2017, of which the Reporting Person is the trustee.
- The shares are held by The Siebel 2017 Annuity Trust II u/a/d 11/28/2017, of which the Reporting Person is the trustee.
- The shares are held by The Siebel 2018 Annuity Trust I u/a/d 12/13/2018, of which the Reporting Person is the trustee.

- 14. The shares are held by The Siebel 2018 Annuity Trust II u/a/d 12/13/2018, of which the Reporting Person is the trustee.
- 15. The shares are held by The Siebel 2020 Annuity Trust I u/a/d 3/4/2020, of which the Reporting Person is the trustee.
- 16. The shares are held by The Siebel 2020 Annuity Trust II u/a/d 3/4/2020, of which the Reporting Person is the trustee.
- 17. The shares are held by The Siebel 2020 Annuity Trust III u/a/d 12/3/2020, of which the Reporting Person is the trustee.
- 18. The shares are held by The Siebel 2020 Annuity Trust IV u/a/d 12/3/2020, of which the Reporting Person is the trustee.

Remarks:

One of two filings made for the Reporting Persons.

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

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

** 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.