

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).

Check this box to indicate that a
transaction was made pursuant to a
contract, instruction or written plan for
the purchase or sale of equity
securities of the issuer that is intended
to satisfy the affirmative defense
conditions of Rule 10b5-1(c). See
Instruction 10.

1. Name and Address of Reporting Person* <u>Lath Hitesh</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> Foreign Trading Symbol 3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2026</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 ☒ Officer (give title below) Other (specify below) <u>CHIEF FINANCIAL OFFICER</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	09/15/2026		M		8,007	A	(1)	371,113	D	
Class A Common Stock	09/15/2026		M		1,000	A	(1)	372,113	D	
Class A Common Stock	09/15/2026		M		20,000	A	(1)	392,113	D	
Class A Common Stock	09/16/2026		S(2)		21,077	D	\$10.48(3)	371,036	D	
Class A Common Stock	09/16/2026		G		29,856	D	\$0	341,180	D	
Class A Common Stock	09/16/2026		G		29,856	A	\$0	29,856	I	See Footnote(4)
Class A Common Stock	09/17/2026		G		15,930	D	\$0	325,250	D	
Class A Common Stock	09/17/2026		G		15,930	A	\$0	45,786	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)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	09/15/2026		M		8,007	(5)	(5)	Class A Common Stock	8,007	\$0	72,070	D	
Restricted Stock Units	(1)	09/15/2026		M		1,000	(6)	(6)	Class A Common Stock	1,000	\$0	11,000	D	
Restricted Stock Units	(1)	09/15/2026		M		20,000	(7)	(7)	Class A Common Stock	20,000	\$0	240,000	D	

Explanation of Responses:

1. Each restricted stock unit (RSU) represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
2. Pursuant to the Issuer's policies and practice, these shares of Class A Common Stock were automatically withheld and sold by the Issuer to satisfy the Reporting Person's tax withholding obligations related to the vesting of RSUs reported herein.
3. The price reported is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$10.37 to \$10.64, inclusive. The Reporting Person will provide upon request to the staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
4. The shares are held by The Lath Family Revocable Trust, of which the Reporting Person is a trustee.
5. 5% of such RSU award vested on March 15, 2024 and 5% of such RSU award vest on a quarterly basis thereafter, so long as the Reporting Person continues to provide services through such vesting date.
6. 20% of such RSU award vested on June 15, 2025 and 5% of such RSU award vest on a quarterly basis thereafter, so long as the Reporting Person continues to provide services through such vesting date.
7. 20% of such RSU award vested on September 15, 2025 and 5% of such RSU award vest on a quarterly basis thereafter, so long as the Reporting Person continues to provide services through such vesting date.

Remarks:

/s/ Tom MacMitchell,
Attorney-in-Fact

09/17/2026

** 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.