

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

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* <u>Rice Condoleezza</u>			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 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/04/2021</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	
C/O C3.AI, INC. 1300 SEAPORT BLVD, SUITE 500			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) <u>REDWOOD CITY CA 94063</u>						
(City)	(State)	(Zip)				

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	06/04/2021		J ⁽¹⁾		470	A	\$0.00	587	I	See Footnote ⁽²⁾
Class A Common Stock	06/08/2021		M		10,221	A	\$0.6	84,608	D	
Class A Common Stock	06/08/2021		M		22,449	A	\$1.56	107,057	D	
Class A Common Stock	06/08/2021		M		22,449	A	\$1.68	129,506	D	
Class A Common Stock	06/08/2021		S		39,560	D	\$61 ⁽³⁾	89,946	D	
Class A Common Stock	06/08/2021		S		7,400	D	\$62.2 ⁽⁴⁾	82,546	D	
Class A Common Stock	06/08/2021		S		8,159	D	\$62.85 ⁽⁵⁾	74,387	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				
Stock Option (Right to Buy)	\$0.6	06/08/2021		M			10,221	(6)	10/24/2022	Class A Common Stock	10,221	\$0.00	0	D	
Stock Option (Right to Buy)	\$1.56	06/08/2021		M			22,449 ⁽⁷⁾	(6)	10/20/2024	Class A Common Stock	22,449	\$0.00	0	D	
Stock Option (Right to Buy)	\$1.68	06/08/2021		M			22,449 ⁽⁷⁾	(6)	10/19/2025	Class A Common Stock	22,449	\$0.00	0	D	

Explanation of Responses:

- Pro rata distribution from Sutter Hill Ventures, a California limited partnership, of which the Reporting Person is a non-managing member.
- The shares are held by the Condoleezza Rice Trust Agreement U/A/D 11/24/99, of which the Reporting Person is trustee.
- Represents weighted average sales price. The shares were sold at prices ranging from \$60.60 to \$61.59. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$61.60 to \$62.59. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$62.60 to \$63.56. 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.
- Fully vested.
- Due to rounding in connection with the reverse stock split, the total shares include 1 additional share that was not originally reported on the Reporting Person's Form 3.

Remarks:

/s/ Brady Mickelsen, Attorney-in-Fact 06/08/2021

** 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.