FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person* <u>CLEVELAND BRUCE A</u>						2. Issuer Name <b>and</b> Ticker or Trading Symbol C3.ai, Inc. [ AI ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specify						
(Last) (First) (Middle) C/O C3.AI, INC. 1300 SEAPORT BLVD, SUITE 500						3. Date of Earliest Transaction (Month/Day/Year) 02/25/2021									X below) below)  Senior VP and CMO						
(Street) REDWOOD CA 94063					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(S	itate)	(Zip)																		
			ole I - N			_	_			d, D	isposed o			cially	1			1-			
Da			2. Transa Date (Month/Da		Exec ear) if an		. Deemed ecution Date, any onth/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an		nd 5)	5. Amoun Securities Beneficia Owned Fo	s lly	(D) or	Direct I Indirect E tr. 4)	'. Nature of ndirect Beneficial Ownership				
									Code	v	Amount	(A) or (D)	A) or D) Price		Reported Transaction (Instr. 3 a	on(s) nd 4)			(Instr. 4)		
Class A (	Common St	ock		02/25/	2021	)21			M		21,367	A	\$4	.68	52,1	16	5 D				
Class A Common Stock 03/				03/04/	03/04/2021				G	v	27,333	D	\$0	\$0.00		l	I		See Footnote <sup>(1)</sup>		
Class A C	Common St	ock		03/04/	2021				G	V	27,333	A	\$0	0.00 79,4		149	D				
Class A Common Stock 03/08/				2021				M		6,867	A	\$4	.68 86,31		316	D					
Class A Common Stock			03/08/2021				S		8,702	D	\$84.	1.48 <sup>(2)</sup> 77,6		514	D						
Class A Common Stock			03/08/2021				S		12,700	D	\$85.	\$85.53 <sup>(3)</sup> 64,9		914	1	D					
Class A Common Stock 03/08/20				2021	21			S		7,600	D	\$86.	\$86.57 <sup>(4)</sup> 57,		814	D					
Class A Common Stock 03/08/20				2021	21			S		5,600	D	\$87.	\$87.53 <sup>(5)</sup> 51,7		714	D					
Class A Common Stock 03/08/202					2021	21			S		6,200	D	<u> </u>	\$88.42(6)		45,514		D			
Class A Common Stock 03/08/202					2021	21			S		12,567	D	-	S89.29 <sup>(7)</sup> 32,		947	D				
Class A Common Stock 03/08/202									S		4,700	D	<u> </u>	.56 <sup>(8)</sup>			D				
Class A Common Stock 03/08/202									S		4,480	D	_	.57 <sup>(9)</sup>	_		D				
Class A Common Stock 03/08/202					2021	21			S		2,400	D	\$92.	39(10)	21,367		D				
Class A Common Stock 03/08/202					2021				J <sup>(11)</sup>		241	A	\$0	.00	241				See Footnote <sup>(1)</sup>		
		•	Table I								sposed of, , convertil				Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	sion Date cise (Month/Day/Year) i ve (	Executi if any			ransaction ode (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		e Exer tion D n/Day/		7. Title and Am of Securities Underlying Derivative Secu (Instr. 3 and 4)		Derivative Security		9. Numb derivativ Securitie Benefici Owned Followin Reporter Transact (Instr. 4)	re es ally ng d tion(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exerci	sable	Expiration Date	or		ount nber res							
Option (Right to Buy)	\$4.68	02/25/2021			М	M 21,367		(12)		11/12/2029	Class A Commo Stock		367	\$0.00		634 D					

## **Explanation of Responses:**

\$4.68

Option (Right to Buy)

 $1. \ The \ shares \ are \ held \ by \ the \ Cleveland \ Family \ Trust, \ of \ which \ the \ Reporting \ Person \ is \ trustee.$ 

03/08/2021

2. Represents weighted average sales price. The shares were sold at prices ranging from \$84.00 to \$84.99. 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.

(12)

6,867

M

Class A

Commo Stock

11/12/2029

6,867

\$0.00

971,767

D

- 3. Represents weighted average sales price. The shares were sold at prices ranging from \$85.00 to \$85.99. 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.
- 4. Represents weighted average sales price. The shares were sold at prices ranging from \$86.00 to \$86.99. 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.
- 5. Represents weighted average sales price. The shares were sold at prices ranging from \$87.00 to \$87.90. 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.

6. Represents weighted average sales price. The shares were sold at prices ranging from \$88.00 to \$88.99. 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.

- 7. Represents weighted average sales price. The shares were sold at prices ranging from \$89.00 to \$89.99. 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.
- 8. Represents weighted average sales price. The shares were sold at prices ranging from \$90.00 to \$90.99. 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.
- 9. Represents weighted average sales price. The shares were sold at prices ranging from \$91.01 to \$92.00. 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.
- 10. Represents weighted average sales price. The shares were sold at prices ranging from \$92.04 to \$92.98. 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.
- 11. Pro rata distribution from Interwest Partners X, LP, of which the Reporting Person is a non-managing member.
- 12. Twenty percent (20%) of the shares subject to the option grant vested on November 4, 2020, and the remaining eighty percent (80%) of each such grant vests on a monthly basis for the following four years, so long as the Reporting Person continues to provide services through such vesting dates.

## Remarks:

/s/ Brady Mickelsen, Attorneyin-Fact 03/10/2021

\*\* 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.

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