

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

|  |         |          |  |  |  |   |  |  |
|--|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>SIEBEL THOMAS M</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>C3.ai, Inc. [ AI ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>CHIEF EXECUTIVE OFFICER</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>06/01/2024</b>    |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person   |  |  |
| C/O C3.AI, INC.<br>1400 SEAPORT BLVD                               |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                 |  |  | Rule 10b5-1(c) Transaction Indication<br><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.              |  |  |
| (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            | 06/01/2024                           |  | M                              |   | 32,736  | A          | (1)     | 1,789,126   | D  |   |
| Class A Common Stock            | 06/03/2024                           |  | F                              |   | 16,591  | D          | \$29.57 | 1,772,535   | D  |   |
| Class A Common Stock            | 06/04/2024                           |  | G                              |   | 16,145  | D          | \$0     | 1,756,390   | D  |   |
| Class A Common Stock            | 06/04/2024                           |  | G                              |   | 16,145  | A          | \$0     | 3,766,452   | I(2)   | See Footnote  |
| Class A Common Stock            |                                      |  |                                |   |   |            |         | 9,216   | I  | See Footnote(3)                                       |
| Class A Common Stock            |                                      |  |                                |   |   |            |         | 170,924   | I  | See Footnote(4)                                       |
| Class A Common Stock            |                                      |  |                                |   |   |            |         | 72,695  | I  | See Footnote(5)                                       |
| Class A Common Stock            |                                      |  |                                |   |   |            |         | 1,237,115   | I  | See Footnote(6)                                       |

**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 |
| Restricted Stock Units                     | (1)  | 06/01/2024                           |  | M                              |   |  | 32,736 | (7)  | (7)             | Class A Common Stock  | 32,736                                     | \$0  | 327,362   | D  |       |

**Explanation of Responses:**

- Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
- The shares are held by The Siebel Living Trust u/a/d 7/27/93, as amended, of which the Reporting Person is trustee.
- The shares are held by First Virtual Holdings, LLC, of which the Reporting Person is Chairman
- The shares are held by Siebel Asset Management, L.P., of which the Reporting Person is the general partner.
- The shares are held by Siebel Asset Management III, L.P., of which the Reporting Person is the general partner.
- The shares are held by The Siebel 2011 Irrevocable Children's Trust, of which the Reporting Person is co-trustee
- 1/12th of the RSUs vest on each quarterly anniversary from December 1, 2023, so long as the Reporting Person continues to provide services through such vesting date.

/s/ Eric Jensen, Attorney-in-Fact 06/04/2024

\*\* 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.

