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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

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**C3.ai, Inc.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of Incorporation or organization)

**26-3999357**  
(I.R.S. Employer Identification No.)

**1300 Seaport Blvd, Suite 500  
Redwood City, California 94063**  
(Address of principal executive offices) (Zip code)

**C3.ai, Inc. 2020 Equity Incentive Plan  
C3.ai, Inc. 2020 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Thomas M. Siebel  
Chief Executive Officer  
C3.ai, Inc.**

**1300 Seaport Blvd, Suite 500  
Redwood City, California 94063**  
(Name and address of agent for service)

**(650) 503-2200**  
(Telephone number, including area code, of agent for service)

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*Copies to:*

**Eric Jensen  
Calise Y. Cheng  
Sepideh Mousakhani  
Cooley LLP  
3175 Hanover Street  
Palo Alto, California 94304  
(650) 843-5000**

**Brady Mickelsen  
General Counsel  
C3.ai, Inc.  
1300 Seaport Blvd, Suite 500  
Redwood City, California 94063  
(650) 503-2200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  Smaller reporting company   
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

#### CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A common stock, par value \$0.001 per share				
– 2020 Equity Incentive Plan	5,108,355 (2)	\$58.41 (4)	\$298,379,015.55	\$32,553.15
– 2020 Employee Stock Purchase Plan	1,021,671(3)	\$49.65 (5)	\$50,725,965.15	\$5,534.20
<b>Total</b>	<b>6,130,026</b>		<b>\$349,104,980.70</b>	<b>\$38,087.35</b>

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Registrant’s Class A common stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s Class A common stock, as applicable.
- (2) Represents an automatic annual increase on May 1, 2021 in the number of shares reserved for future issuance pursuant to the Registrant’s 2020 Equity Incentive Plan (the “2020 Plan”) in an amount equal to five percent (5%) of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on April 30, 2021. The number of shares reserved for issuance under the 2020 Plan will automatically increase on May 1st of each year, continuing through May 1, 2030, by the lesser of (a) five percent (5%) of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on April 30 of the immediately preceding fiscal year or (b) a lesser number determined by the Registrant’s board of directors prior to the applicable April 30 of the immediately preceding fiscal year.
- (3) Represents an automatic annual increase on May 1, 2021 in the number of shares reserved for future issuance pursuant to the Registrant’s 2020 Employee Stock Purchase Plan (the “2020 ESPP”) in an amount equal to one percent (1%) of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on April 30, 2021. The number of shares reserved for issuance under the 2020 ESPP will automatically increase on May 1 of each year, continuing through May 1, 2030, by the lesser of (a) one percent (1%) of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on April 30 of the immediately preceding fiscal year, (b) 4,500,000 shares of Class A common stock or (c) a lesser number determined by the Registrant’s board of directors prior to the first day of the fiscal year.
- (4) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s Class A common stock as reported on the New York Stock Exchange (“NYSE”) on June 21, 2021.
- (5) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s Class A common stock as reported on the NYSE on June 21, 2021, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2020 ESPP.

## EXPLANATORY NOTE

C3.ai, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register (i) 5,108,355 shares of its Class A common stock under the 2020 Plan, pursuant to the provisions of the 2020 Plan providing for an automatic increase in the number of shares of Class A Common Stock reserved and available for issuance under the 2020 Plan on May 1, 2021, and (ii) 1,021,671 shares of its Class A common stock under the 2020 ESPP, pursuant to the provisions of the 2020 ESPP providing for an automatic increase in the number of shares of Class A common stock reserved and available for issuance under the 2020 ESPP on May 1, 2021. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

These additional shares of Class A common stock are securities of the same class as other securities for which the Registration Statement on [Form S-8](#) (File No. 333-251236) (the “Prior Form S-8”) was filed with the Commission on December 9, 2020.

## PART II

### ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended April 30, 2021 filed with the Commission on June 25, 2021;
- The description of the Registrant’s Class A common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) filed with the Commission on November 30, 2020 (File No. 001-39744) under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendments or reports filed for the purpose of updating such description; and
- All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Pursuant to General Instruction E to Form S-8, the contents of the Prior Form S-8 are incorporated by reference and a part hereof.

**ITEM 8. EXHIBITS****Incorporated by Reference**

<b>Exhibit No.</b>	<b>Description</b>	<b>Form</b>	<b>File No.</b>	<b>Exhibit No.</b>	<b>Filing Date</b>
4.1	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant</a>	8-K	001-39744	3.1	December 11, 2020
4.2	<a href="#">Amended and Restated Bylaws of the Registrant</a>	S-1/A	333-250082	3.4	November 30, 2020
4.3	<a href="#">Form of Class A common stock certificate</a>	S-1/A	333-250082	4.1	November 30, 2020
5.1*	<a href="#">Opinion of Cooley LLP</a>				
23.1*	<a href="#">Consent of Deloitte &amp; Touche LLP, independent registered public accounting firm</a>				
23.2*	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1)</a>				
24.1*	<a href="#">Power of Attorney (included on signature page)</a>				
99.1	<a href="#">C3.ai, Inc. 2020 Equity Incentive Plan and forms thereunder</a>	S-1/A	333-250082	10.2	November 30, 2020
99.1.1	<a href="#">C3.ai, Inc. 2020 Equity Incentive Plan forms of international award agreements</a>	10-K	001-39744	10.2.1	June 25, 2021
99.2	<a href="#">C3.ai, Inc. 2020 Employee Stock Purchase Plan</a>	S-1/A	333-250082	10.3	November 30, 2020

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redwood City, State of California, on this 25th day of June, 2021.

### C3.ai, Inc.

By: /s/ Thomas M. Siebel

Name: Thomas M. Siebel

Title: Chief Executive Officer

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Thomas M. Siebel, David Barter and Brady Mickelsen, each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<u>/s/ Thomas M. Siebel</u> Thomas M. Siebel	Chief Executive Officer and Chairman of the Board <i>(Principal Executive Officer)</i>	June 25, 2021
<u>/s/ David Barter</u> David Barter	Senior Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	June 25, 2021
<u>/s/ Patricia A. House</u> Patricia A. House	Director	June 25, 2021
<u>/s/ Richard C. Levin</u> Richard C. Levin	Director	June 25, 2021
<u>/s/ Michael G. McCaffery</u> Michael G. McCaffery	Director	June 25, 2021
<u>/s/ Nehal Raj</u> Nehal Raj	Director	June 25, 2021
<u>/s/ Condoleezza Rice</u> Condoleezza Rice	Director	June 25, 2021
<u>/s/ S. Shankar Sastry</u> S. Shankar Sastry	Director	June 25, 2021
<u>/s/ Bruce Sewell</u> Bruce Sewell	Director	June 25, 2021

<b>Name</b>	<b>Title</b>	<b>Date</b>
<hr/> <i>/s/ Lorenzo Simonelli</i> Lorenzo Simonelli	Director	June 25, 2021
<hr/> <i>/s/ Jim H. Snabe</i> Jim H. Snabe	Director	June 25, 2021
<hr/> <i>/s/ Stephen M. Ward, Jr.</i> Stephen M. Ward, Jr.	Director	June 25, 2021

Calise Y. Cheng  
+1 650 843 5172  
ccheng@cooley.com

June 25, 2021

C3.ai, Inc.  
1300 Seaport Blvd, Suite 500  
Redwood City, California 94063

Ladies and Gentlemen:

We have acted as counsel to C3.ai, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 6,130,026 shares (the "**Shares**") of the Company's Class A common stock, par value \$0.001 per share (the "**Common Stock**"), consisting of (a) 5,108,355 shares of Common Stock issuable pursuant to the Company's 2020 Equity Incentive Plan (the "**2020 Plan**") and (b) 1,021,671 shares of Common Stock issuable pursuant to the Company's 2020 Employee Stock Purchase Plan (together with the 2020 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the Plans, and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than by the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).



C3.ai, Inc.  
June 25, 2021  
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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Calise Y. Cheng  
Calise Y. Cheng

Cooley LLP 3175 Hanover Street, Palo Alto, CA 94304-1130  
t: (650) 843-5000 f: (650) 849-7400 cooley.com



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 25, 2021, related to the consolidated financial statements of C3.ai, Inc. and subsidiaries (the "Company"), appearing in the Annual Report on Form 10-K of the Company for the year ended April 30, 2021.

/s/ DELOITTE & TOUCHE LLP

San Jose, California  
June 25, 2021