

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>WARD JR STEPHEN M</u> (Last) (First) (Middle) C/O C3.AI, INC. 1300 SEAPORT BLVD, SUITE 500 (Street) REDWOOD CA 94063 (City) (State) (Zip)	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)
	3. Date of Earliest Transaction (Month/Day/Year) 08/27/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	09/09/2020		M		38,789	A	\$1.56	360,717	D	
Class A Common Stock	09/09/2020		M		38,789	A	\$1.68	399,506	D	
Class A Common Stock	09/09/2020		M		50,000	A	\$1.68	438,295	D	
Class A Common Stock	09/09/2020		M		62,500	A	\$1.86	488,295	D	
Class A Common Stock	12/11/2020		C		102,500	A	(1)	550,795	D	
Class A Common Stock	12/11/2020		C		60,376	A	(1)	611,171	D	
Class A Common Stock	12/11/2020		C		61,847	A	(1)	673,018	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)	\$11.16	08/27/2020		A		151,333		(2)	08/26/2030	Class A Common Stock	151,333	\$0.00	151,333	D	
Stock Option (Right to Buy)	\$1.56	09/09/2020		M			38,798	(3)	11/20/2024	Class A Common Stock	38,798	\$0.00	0	D	
Stock Option (Right to Buy)	\$1.68	09/09/2020		M			38,789	(3)	10/19/2025	Class A Common Stock	38,789	\$0.00	0	D	
Stock Option (Right to Buy)	\$1.68	09/09/2020		M			50,000	(4)	07/18/2026	Class A Common Stock	50,000	\$0.00	0	D	
Stock Option (Right to Buy)	\$1.86	09/09/2020		M			62,500	(5)	11/29/2026	Class A Common Stock	62,500	\$0.00	0	D	
Series B* Convertible Preferred Stock	(1)	12/11/2020		C			102,500	(1)	(1)	Class A Common Stock	102,500	\$0.00	0	D	
Series B-1A* Convertible Preferred Stock	(1)	12/11/2020		C			60,376	(1)	(1)	Class A Common Stock	60,376	\$0.00	0	D	
Series D Convertible Preferred Stock	(1)	12/11/2020		C			61,847	(1)	(1)	Class A Common Stock	61,847	\$0.00	0	D	

Explanation of Responses:

- Immediately upon the closing of the Issuer's initial public offering, all shares of Series B* Convertible Preferred Stock, Series B-1A* Convertible Preferred Stock and Series D Convertible Preferred Stock automatically converted on a 1:1 basis into shares of Class A Common Stock and had no expiration date.
- Provided the Reporting Person remains a director of the Company and attends in person the regularly scheduled meeting of the Board during each fiscal quarter, commencing on August 28, 2020 (the "Vesting Commencement Date"), then 5% of the shares subject to the option shall vest on the last day of such fiscal quarter (the "Quarterly Shares") during the term of the option, provided, however, if the Reporting Person fails to attend any such regularly scheduled meeting, then vesting for the Quarterly Shares shall not occur and will be suspended (any such suspended Quarterly Shares being referred to collectively as the "Suspended

Shares"). For any Suspended Shares, such shares shall vest only following the fifth anniversary of the applicable Vesting Commencement Date, if the Reporting Person satisfies the attendance requirements in subsequent periods.

3. Fully vested.

4. Provided the Reporting Person remains a director of the Company and attends in person the regularly scheduled meeting of the Board during each fiscal quarter, commencing on June 30, 2016 (the "Vesting Commencement Date"), then 5% of the shares subject to the option shall vest on the last day of such fiscal quarter (the "Quarterly Shares") during the term of the option, provided, however, if the Reporting Person fails to attend any such regularly scheduled meeting, then vesting for the Quarterly Shares shall not occur and will be suspended (any such suspended Quarterly Shares being referred to collectively as the "Suspended Shares"). For any Suspended Shares, such shares shall vest only following the fifth anniversary of the applicable Vesting Commencement Date, if the Reporting Person satisfies the attendance requirements in subsequent periods.

5. Provided the Reporting Person remains a director of the Company and attends in person the regularly scheduled meeting of the Board during each fiscal quarter, commencing on November 30, 2016 (the "Vesting Commencement Date"), then 5% of the shares subject to the option shall vest on the last day of such fiscal quarter (the "Quarterly Shares") during the term of the option, provided, however, if the Reporting Person fails to attend any such regularly scheduled meeting, then vesting for the Quarterly Shares shall not occur and will be suspended (any such suspended Quarterly Shares being referred to collectively as the "Suspended Shares"). For any Suspended Shares, such shares shall vest only following the fifth anniversary of the applicable Vesting Commencement Date, if the Reporting Person satisfies the attendance requirements in subsequent periods.

Remarks:

/s/ Brady Mickelsen, Attorney-
in-Fact 12/11/2020

** 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.