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

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

C3.ai, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of Incorporation or organization)

26-3999357

(I.R.S. Employer Identification No.)

**1400 Seaport Blvd,
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.
1400 Seaport Blvd
Redwood City, California 94063**
(Name and address of agent for service)

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

Copies to:

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

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

EXPLANATORY NOTE

C3.ai, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register (i) 5,697,128 shares of its Class A common stock under the Registrant’s 2020 Equity Incentive Plan (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, 2023, and (ii) 1,139,425 shares of its Class A common stock under the Registrant’s 2020 Employee Stock Purchase Plan (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, 2023.

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 Statements on Form S-8 were filed with the Commission on [December 9, 2020](#) (File No. 333-251236), [June 28, 2021](#) (File No. 333-257452) and [June 23, 2022](#) (File No. 333-265781) (collectively, the “Prior Registration Statements”).

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:

- a. The Registrant’s Annual Report on Form 10-K for the fiscal year ended April 30, 2023 filed with the Commission on June 21, 2023;
- b. 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
- c. 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 Registration Statements are incorporated by reference and a part hereof.

ITEM 8. EXHIBITS**Incorporated by Reference**

Exhibit No.	Description	Form	File No.	Exhibit No.	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant	8-K	001-39744	3.1	December 11, 2020
4.2	Amended and Restated Bylaws of the Registrant	S-1/A	333-250082	3.4	November 30, 2020
4.3	Form of Class A common stock certificate of the Registrant	S-1/A	333-250082	4.1	November 30, 2020
5.1*	Opinion of Cooley LLP				
23.1*	Consent of Deloitte & Touche LLP, independent registered public accounting firm				
23.2*	Consent of Cooley LLP (included in Exhibit 5.1)				
24.1*	Power of Attorney (included on signature page)				
99.1	C3.ai, Inc. 2020 Equity Incentive Plan and forms thereunder	S-1/A	333-250082	10.2	November 30, 2020
99.2	C3.ai, Inc. 2020 Equity Incentive Plan form of Stock Option Grant Notice and Agreement - Early Exercise	10-Q	001-39744	10.3	December 2, 2021
99.3	C3.ai, Inc. 2020 Equity Incentive Plan forms of international award agreements	10-K	001-39744	10.2.1	June 25, 2021
99.4	C3.ai, Inc. 2020 Employee Stock Purchase Plan	S-1/A	333-250082	10.3	November 30, 2020
107*	Filing Fee Table				

* 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 21st day of June, 2023.

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 and Juho Parkkinen, 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 21, 2023
<u>/s/ Juho Parkkinen</u> Juho Parkkinen	Senior Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	June 21, 2023
<u>/s/ Lisa A. Davis</u> Lisa A. Davis	Director	June 21, 2023
<u>/s/ Richard C. Levin</u> Richard C. Levin	Director	June 21, 2023
<u>/s/ Michael G. McCaffery</u> Michael G. McCaffery	Director	June 21, 2023
<u>/s/ Condoleezza Rice</u> Condoleezza Rice	Director	June 21, 2023
<u>/s/ KR Sridhar</u> KR Sridhar	Director	June 21, 2023
<u>/s/ Bruce Sewell</u> Bruce Sewell	Director	June 21, 2023
<u>/s/ Jim H. Snabe</u> Jim H. Snabe	Director	June 21, 2023

Name

/s/ Stephen M. Ward, Jr.

Stephen M. Ward, Jr.

Title

Director

Date

June 21, 2023

Calculation of Filing Fee Table

Form S-8

(Form Type)

C3.ai, Inc.

(Exact Name of Registrant as Specified in Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, par value \$0.001 per share, C3.ai, Inc. 2020 Equity Incentive Plan	Other ⁽²⁾	5,697,128 ⁽³⁾	\$41.19 ⁽²⁾	\$234,664,702.32	0.0001102	\$25,860.05
Equity	Class A common stock, par value \$0.001 per share, C3.ai, Inc. 2020 Employee Stock Purchase Plan	Other ⁽⁴⁾	1,139,425 ⁽⁵⁾	\$35.02 ⁽⁴⁾	\$39,902,663.50	0.0001102	\$4,397.27
Total Offering Amounts				—	\$274,567,365.82	—	\$30,257.32
Total Fees Previously Paid				—	—	—	—
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$30,257.32

- 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 Class A common stock of C3.ai, Inc. (the “Registrant”) 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.
- Estimated in accordance with Rules 457(c) and (h) of the Securities Act 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 13, 2023.
- Represents an automatic annual increase on May 1, 2023 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 5% of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on April 30, 2023.
- Estimated in accordance with Rules 457(c) and (h) of the Securities Act 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 13, 2023, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the Registrant’s Employee Stock Purchase Plan (the “2020 ESPP”).
- Represents an automatic annual increase on May 1, 2023 in the number of shares reserved for future issuance pursuant to the 2020 ESPP in an amount equal to 1% of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on April 30, 2023.

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

June 21, 2023

C3.ai, Inc.
1400 Seaport Blvd
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 (the "**Commission**") covering the offering of up to 6,836,553 shares (the "**Shares**") of the Company's Class A common stock, par value \$0.001 per share (the "**Common Stock**"), consisting of (a) 5,697,128 shares of Common Stock issuable pursuant to the Company's 2020 Equity Incentive Plan (the "**2020 Plan**") and (b) 1,139,425 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 certificate of incorporation and bylaws, each as currently in effect, (c) the Plans, and (d) such other 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 related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

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 reports dated June 21, 2023, related to the consolidated financial statements of C3.ai, Inc. and subsidiaries (the “Company”) and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended April 30, 2023.

/s/ DELOITTE & TOUCHE LLP

San Jose, California

June 21, 2023