

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>TPG Group Holdings (SBS) Advisors, Inc.</u> (Last) (First) (Middle) C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 (Street) FORT WORTH TX 76102 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/11/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	03/11/2021		S		7,141	D	\$88.0266 ⁽³⁾	15,581,832	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/11/2021		S		114,794	D	\$86.9127 ⁽⁴⁾	15,467,038	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/11/2021		S		49,430	D	\$86.1674 ⁽⁵⁾	15,417,608	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/12/2021		S		9,470	D	\$90.439 ⁽⁶⁾	15,408,138	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/12/2021		S		201,061	D	\$89.8351 ⁽⁷⁾	15,207,077	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/12/2021		S		124,897	D	\$89.1697 ⁽⁸⁾	15,082,180	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/12/2021		S		50,705	D	\$88.0455 ⁽⁹⁾	15,031,475	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/12/2021		S		2,000	D	\$86.6322 ⁽¹⁰⁾	15,029,475	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/12/2021		S		19,405	D	\$85.5301 ⁽¹¹⁾	15,010,070	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/12/2021		S		17,705	D	\$84.5187 ⁽¹²⁾	14,992,365	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/12/2021		S		32,548	D	\$83.6418 ⁽¹³⁾	14,959,817	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/15/2021		S		1,700	D	\$91.6688 ⁽¹⁴⁾	14,958,117	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/15/2021		S		9,916	D	\$90.273 ⁽¹⁵⁾	14,948,201	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/15/2021		S		12,907	D	\$89.1961 ⁽¹⁶⁾	14,935,294	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/15/2021		S		31,765	D	\$88.2301 ⁽¹⁷⁾	14,903,529	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/15/2021		S		121,944	D	\$87.0406 ⁽¹⁸⁾	14,781,585	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾
Class A Common Stock	03/15/2021		S		321,768	D	\$86.3734 ⁽¹⁹⁾	14,459,817	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽²⁰⁾⁽²¹⁾

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)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Underlying Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
1. Title of Derivative Security (Instr. 3)	Derivative 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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	Derivative Security Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	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

1. Name and Address of Reporting Person* TPG Group Holdings (SBS) Advisors, Inc.										
(Last)	(First)	(Middle)								
C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300										
(Street) FORT WORTH TX 76102										
(City) (State) (Zip)										
1. Name and Address of Reporting Person* BONDERMAN DAVID										
(Last)	(First)	(Middle)								
C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300										
(Street) FORT WORTH TX 76102										
(City) (State) (Zip)										
1. Name and Address of Reporting Person* COULTER JAMES G										
(Last)	(First)	(Middle)								
C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300										
(Street) FORT WORTH TX 76102										
(City) (State) (Zip)										

Explanation of Responses:

- David Bonderman and James G. Coulter are sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. (together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the sole member of TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of each of (i) TPG Growth GenPar III Advisors, LLC, (ii) The Rise Fund GenPar Advisors, LLC and (iii) TPG Tech Adjacencies GenPar Advisors, LLC.
- TPG Growth GenPar III Advisors, LLC is general partner of TPG Growth GenPar III, L.P., which is the general partner of TPG Growth III Cadia, L.P., which directly holds 8,748,111 shares of Class A Common Stock ("Class A Common Stock") of C3.ai, Inc. (the "Issuer"). The Rise Fund GenPar Advisors, LLC is general partner of The Rise Fund GenPar, L.P., which is the general partner of The Rise Fund Cadia, L.P., which directly holds 3,852,923 shares of Class A Common Stock. TPG Tech Adjacencies GenPar Advisors, LLC is the general partner of TPG Tech Adjacencies SPV GP, LLC, which is the general partner of TPG Tech Adjacencies Cadia, L.P. (together with TPG Growth III Cadia, L.P. and The Rise Fund Cadia, L.P., the "TPG Funds"), which directly holds 1,858,783 shares of Class A Common Stock.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.55 to \$88.24 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission (the "Commission"), upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.55 to \$87.49 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.55 to \$86.54 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.40 to \$90.91 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.38 to \$90.37 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.38 to \$89.375 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.37 to \$88.36 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.13 to \$86.9481 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.08 to \$86.05 inclusive. The Reporting Persons undertake to

provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.08 to \$85.06 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.08 to \$84.07 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$91.04 to \$91.75 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

15. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.00 to \$90.95 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

16. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.82 to \$89.80 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

17. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.81 to \$88.80 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

18. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.82 to \$87.69 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

19. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.815 to \$86.81 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

20. Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each TPG Fund and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such TPG Fund's or such Reporting Person's pecuniary interest therein, if any.

21. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(22) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (23) Gerald Neugebauer is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letters dated February 26, 2020, which were previously filed with the Securities and Exchange Commission.

/s/ Michael LaGatta, Vice
President, TPG Group 03/15/2021
Holdings (SBS) Advisors, Inc.
(22)

/s/ Gerald Neugebauer, on
behalf of David Bonderman 03/15/2021
(22)(23)

/s/ Gerald Neugebauer, on
behalf of James G. Coulter 03/15/2021
(22)(23)

** 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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