

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>MCCAFFERY MICHAEL G</u>			2. Date of Event Requiring Statement (Month/Day/Year) 12/08/2020		3. Issuer Name and Ticker or Trading Symbol <u>C3.ai, Inc. [AI]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)			5. If Amendment, Date of Original Filed (Month/Day/Year)	
C/O C3.AI, INC. 1300 SEAPORT BLVD, SUITE 500							
(Street) REDWOOD CA 94063						6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City) (State) (Zip)							

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	321,699	D	
Class A Common Stock	472,707	I	See Footnote ⁽¹⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	(2)	08/26/2030	Class A Common Stock 201,666	11.16	D	
Series B* Convertible Preferred Stock	(3)	(3)	Class A Common Stock 250,000	(3)	I	See Footnote ⁽¹⁾
Series B-1A* Convertible Preferred Stock	(3)	(3)	Class A Common Stock 53,739	(3)	I	See Footnote ⁽¹⁾
Series D Convertible Preferred Stock	(3)	(3)	Class A Common Stock 78,966	(3)	I	See Footnote ⁽¹⁾

Explanation of Responses:

- Shares are held by the McCaffery Family Trust as amended 12/18/00, of which the Reporting Person is trustee.
- 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.
- The shares of Series B* Convertible Preferred Stock, Series B-1A* Convertible Preferred Stock and Series D Convertible Preferred Stock are convertible into Class A Common Stock on a 1:1 basis and have no expiration date. 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 will be automatically converted into shares of Class A Common Stock.

Remarks:

/s/ Brady Mickelsen,
Attorney-in-Fact

12/07/2020

** 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 5 (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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that the undersigned hereby constitutes and appoints each of Thomas M. Siebel, David Barter and Brady Mickelsen of C3.ai, Inc. (the "Company"), and Eric Jensen of Cooley LLP, signing individually, as the undersigned's true and lawful attorneys-in-fact and agents to:

1. Prepare, execute for and on behalf of the undersigned, and submit to the Securities and Exchange Commission (the "SEC"), in the undersigned's name and capacity as an officer, director and/or beneficial owner more than 10% of a registered class of securities of the Company, Forms 3, 4 and 5 (including any amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the "Exchange Act");
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare and execute any such Forms 3, 4 or 5, prepare and execute any amendment or amendments thereto, and joint filing agreements in connection therewith, and file such forms with the SEC and any stock exchange, self-regulatory association or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by such attorney in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or employed by or a partner at Cooley LLP, or another law firm representing the Company, as applicable.

The undersigned has caused this Power of Attorney to be executed as of this 12th day of November, 2020.

By: /s/ Michael G. McCaffery
Name: Michael G. McCaffery