

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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. 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>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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)
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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	Title	Amount or Number of Shares			
Class A-1 Common Stock	(5)	(5)	Class A Common Stock	673,525	(5)	I	See Explanation of Responses ⁽¹⁾⁽⁴⁾⁽⁶⁾⁽⁷⁾
Series C* Preferred Stock	(5)	(5)	Class A Common Stock	584,795	(5)	I	See Explanation of Responses ⁽¹⁾⁽⁴⁾⁽⁶⁾⁽⁷⁾
Series D Preferred Stock	(5)	(5)	Class A Common Stock	8,535,475	(5)	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽⁴⁾⁽⁶⁾⁽⁷⁾
Series E Preferred Stock	(5)	(5)	Class A Common Stock	65,591	(5)	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽⁶⁾⁽⁷⁾
Series F Preferred Stock	(5)	(5)	Class A Common Stock	3,825,203	(5)	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽³⁾⁽⁶⁾⁽⁷⁾
Series G Preferred Stock	(5)	(5)	Class A Common Stock	2,522,042	(5)	I	See Explanation of Responses ⁽¹⁾⁽²⁾⁽³⁾⁽⁶⁾⁽⁷⁾

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		
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>BONDERMAN DAVID</u>		
(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*		
<u>COULTER JAMES G</u>		
(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 (i) 7,710,463 shares of Series D Preferred Stock ("Series D Preferred") of C3.ai, Inc. (the "Issuer"), (ii) 65,591 shares of Series E Preferred Stock ("Series E Preferred") of the Issuer, (iii) 1,020,054 shares of Series F Preferred Stock ("Series F Preferred") of the Issuer and (iv) 1,008,817 shares of Series G Preferred Stock ("Series G Preferred") of 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 (i) 2,805,149 shares of Series F Preferred and (ii) 1,513,225 shares of Series G Preferred.
- 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 (i) 673,525 shares of Class A-1 Common Stock ("A-1 Common Stock") of the Issuer, (ii) 584,795 shares of Series C* Preferred Stock ("Series C Preferred" and, together with the Series D Preferred, Series E Preferred, Series F Preferred and Series G Preferred, the "Preferred Stock") of the Issuer and (iii) 825,012 shares of Series D Preferred.
- Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, as amended, (i) the shares of Preferred Stock are convertible, at the option of the holder, at any time into shares of Common Stock ("Common Stock") of the Issuer at an initial conversion rate equal to one share of Common Stock per share of Preferred Stock, and (ii) the shares of A-1 Common Stock are convertible upon the affirmative vote or written consent of a majority of the shares of Common Stock and Preferred Stock of the Issuer (voting together as a single class on an as-if-converted to Common Stock basis) into shares of Common Stock at an initial conversion rate equal to one share of Common Stock per share of A-1 Common Stock.
- 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.
- 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:

- The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act. 9. 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
Holdings (SBS) Advisors,
Inc. (8) 12/08/2020

/s/ Gerald Neugebauer on
behalf of David
Bonderman (8)(9) 12/08/2020

/s/ Gerald Neugebauer on
behalf of James G. Coulter
(8)(9) 12/08/2020

** 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.