As filed with the U.S. Securities and Exchange Commission on June 23, 2026

Registration No. 333-

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	**26-3999357**
(State or other jurisdiction of Incorporation or organization)	(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:
Katherine A. Martin
Lauren B. Lichtblau
Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300

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	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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) 10,360,509 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, 2026, and (ii) 1,480,072 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, 2026.

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), June 23, 2022 (File No. 333-265781), June 21, 2023 (File No. 333-272819), June 18, 2024 (File No. 333-280307) and June 23, 2025 (File No. 333-288236) (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, 2026 filed with the Commission on June 23, 2026;

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 Wilson Sonsini Goodrich & Rosati Professional Corporation				
23.1*	Consent of Deloitte & Touche LLP, independent registered public accounting firm				
23.2*	Consent of Wilson Sonsini Goodrich & Rosati Professional Corporation (included in Exhibit 5.1)				
24.1*	Power of Attorney (included on signature page)				
99.1	C3.ai, Inc. 2020 Equity Incentive Plan, as amended, and forms thereunder.	10-Q	001-39744	10.1	December 7, 2023
99.2	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 23rd day of June, 2026.

C3.ai, Inc.

By: /s/ Thomas M. Siebel

Name: Thomas M. Siebel

Title: Chief Executive Officer and Chairman of the Board of Directors

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Thomas M. Siebel and Hitesh Lath, 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.

Signature	Title	Date
/s/ Thomas M. Siebel Thomas M. Siebel	Chief Executive Officer and Chairman of the Board of Directors *(Principal Executive Officer)*	June 23, 2026
/s/ Hitesh Lath Hitesh Lath	Senior Vice President, Chief Financial Officer and Chief Administrative Officer *(Principal Financial and Accounting Officer)*	June 23, 2026
/s/ Mike Clayville Mike Clayville	Director	June 23, 2026
/s/ Kenneth A. Goldman Kenneth A. Goldman	Director	June 23, 2026
/s/ General John Hyten, Ret. General John Hyten, Ret.	Director	June 23, 2026

Signature	Title	Date
/s/ Richard C. Levin Richard C. Levin	Director	June 23, 2026
/s/ Michael G. McCaffery Michael G. McCaffery	Director	June 23, 2026
/s/ Alan Murray Alan Murray	Director	June 23, 2026
/s/ Condoleezza Rice Condoleezza Rice	Director	June 23, 2026
/s/ Bruce Sewell Bruce Sewell	Director	June 23, 2026
/s/ KR Sridhar KR Sridhar	Director	June 23, 2026
/s/ Stephen M. Ward, Jr. Stephen M. Ward, Jr.	Director	June 23, 2026

Exhibit 107

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	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Class A common stock, par value $0.001 per share, C3.ai, Inc. 2020 Equity Incentive Plan	Other	10,360,509	$10.12	$104,848,351.08	0.0001381	$14,479.56
2	Equity	Class A common stock, par value $0.001 per share, C3.ai, Inc. 2020 Employee Stock Purchase Plan	Other	1,480,072	$8.61	$12,743,419.92	0.0001381	$1,759.87
Total Offering Amounts					—	**$117,591,771.00**	—	**$16,239.43**
Total Fees Previously Paid					—	—	—	—
Total Fee Offsets					—	—	—	—
Net Fee Due					—	—	—	**$16,239.43**

1. 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 Registrant’s 2020 Equity Incentive Plan (the “2020 Plan”) 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. The amount registered represents an automatic annual increase on May 1, 2026 in the number of shares reserved for future issuance pursuant to the 2020 Plan in an amount equal to 7% of the total number of shares of the Registrant’s Class A common stock and Class B common stock outstanding on April 30, 2026. The proposed maximum offering price per unit is 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 22, 2026.
2. Pursuant to Rule 416(a) promulgated under the Securities Act, this Registration Statement shall also cover any additional shares of the Registrant’s Class A common stock that become issuable under the Registrant’s 2020 Employee Stock Purchase Plan (the “2020 ESPP”) 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. The amount registered represents an automatic annual increase on May 1, 2026 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, 2026. The proposed maximum offering price per unit is 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 22, 2026, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2020 ESPP.

WILSON
SONSINI

EXHIBIT 5.1

Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304-1050
o: 650.493.9300
f: 650.493.6811

June 23, 2026

C3.ai, Inc.
1400 Seaport Blvd
Redwood City, CA 94063

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by C3.ai, Inc., a Delaware corporation, with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 11,840,581 shares of its Class A common stock, par value $0.001 per share (the "Shares"), consisting of: (i) 10,360,509 shares of Class A common stock reserved for issuance under the C3.ai, Inc. 2020 Equity Incentive Plan, as amended (the "Incentive Plan") and (ii) 1,480,072 shares of Class A common stock reserved for issuance under the C3.ai, Inc. 2020 Employee Stock Purchase Plan (together with the Incentive Plan, the "Plans").

It is our opinion that the Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

Exhibit 23.1

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 23, 2026, 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 C3.ai, Inc. for the year ended April 30, 2026.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
June 23, 2026