

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>MCCAFFERY MICHAEL G</u>			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/27/2020</u>		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			
C/O C3.AI, INC. 1300 SEAPORT BLVD, SUITE 500			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)			(Zip)			
REDWOOD CITY	CA	94063						

**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	09/11/2020		M		203,931	A	\$4.68	628,779	D	
Class A Common Stock	11/11/2020		G		307,080	D	\$0.00	321,699	D	
Class A Common Stock	11/11/2020		G		307,080	A	\$0.00	472,707	I	See Footnote <sup>(1)</sup>
Class A Common Stock	12/11/2020		C		250,000	A	(2)	722,707	I	See Footnote <sup>(1)</sup>
Class A Common Stock	12/11/2020		C		53,739	A	(2)	776,446	I	See Footnote <sup>(1)</sup>
Class A Common Stock	12/11/2020		C		78,966	A	(2)	855,412	I	See Footnote <sup>(1)</sup>

**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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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				
Stock Option (Right to Buy)	\$11.16	08/27/2020		A		201,666		(3)	08/26/2030	Class A Common Stock	201,666	\$0.00	201,666	D	
Stock Option (Right to Buy)	\$4.68	09/11/2020		M		203,931		(4)	10/18/2029	Class A Common Stock	203,931	\$0.00	0	D	
Series B* Convertible Preferred Stock	(2)	12/11/2020		C		250,000		(2)	(2)	Class A Common Stock	250,000	\$0.00	0	I	See Footnote <sup>(1)</sup>
Series B-1A* Convertible Preferred Stock	(2)	12/11/2020		C		53,739		(2)	(2)	Class A Common Stock	53,739	\$0.00	0	I	See Footnote <sup>(1)</sup>
Series D Convertible Preferred Stock	(2)	12/11/2020		C		78,966		(2)	(2)	Class A Common Stock	78,966	\$0.00	0	I	See Footnote <sup>(1)</sup>

**Explanation of Responses:**

- Shares are held by the McCaffery Family Trust as amended 12/18/00, of which the Reporting Person is trustee.
- 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 automatically converted on a 1:1 basis into shares of Class A Common Stock and had no expiration date.
- 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.
- 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 October 17, 2019 (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.

**Remarks:**

/s/ Brady Mickelsen, Attorney-  
in-Fact

12/11/2020

\*\* 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 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.

**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.**