

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* ABBO EDWARD Y (Last) (First) (Middle) C/O C3.AI, INC. 1300 SEAPORT BLVD, SUITE 500 (Street) REDWOOD CITY CA 94063 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol C3.ai, Inc. [AI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Technology Officer
	3. Date of Earliest Transaction (Month/Day/Year) 07/06/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	09/28/2020		M		72,291	A	\$0.6	776,927	D	
Class A Common Stock	12/11/2020		C		63,647	A	(1)	840,574	D	
Class A Common Stock	12/11/2020		C		50,000	A	(1)	50,000	I	See Footnote ⁽²⁾
Class A Common Stock	12/11/2020		C		4,666	A	(1)	54,666	I	See Footnote ⁽²⁾
Class A Common Stock	12/11/2020		C		75,000	A	(1)	75,000	I	See Footnote ⁽³⁾
Class A Common Stock	12/11/2020		C		38,343	A	(1)	113,343	I	See Footnote ⁽³⁾
Class A Common Stock	12/11/2020		C		10,578	A	(1)	123,921	I	See Footnote ⁽³⁾

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)	\$0.76	07/06/2020		A		166,666		(4)	07/05/2030	Class A Common Stock	166,666	\$0.00	166,666	D	
Stock Option (Right to Buy)	\$0.6	09/28/2020		M		56,250		(5)	08/12/2022	Class A Common Stock	56,250	\$0.00	0	D	
Stock Option (Right to Buy)	\$0.6	09/28/2020		M		16,041		(5)	10/24/2022	Class A Common Stock	16,041	\$0.00	0	D	
Series B* Convertible Preferred Stock	(1)	12/11/2020		C		50,000		(1)	(1)	Class A Common Stock	50,000	\$0.00	0	I	See Footnote ⁽²⁾
Series B* Convertible Preferred Stock	(1)	12/11/2020		C		75,000		(1)	(1)	Class A Common Stock	75,000	\$0.00	0	I	See Footnote ⁽³⁾
Series B-1A* Convertible Preferred Stock	(1)	12/11/2020		C		38,343		(1)	(1)	Class A Common Stock	38,343	\$0.00	0	I	See Footnote ⁽³⁾
Series D Convertible Preferred Stock	(1)	12/11/2020		C		63,647		(1)	(1)	Class A Common Stock	63,647	\$0.00	0	D	

**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				
Series D Convertible Preferred Stock	(1)	12/11/2020		C			4,666	(1)	(1)	Class A Common Stock	4,666	\$0.00	0	I	See Footnote ⁽²⁾
Series D Convertible Preferred Stock	(1)	12/11/2020		C			10,578	(1)	(1)	Class A Common Stock	10,578	\$0.00	0	I	See Footnote ⁽³⁾

Explanation of Responses:

- 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.
- The shares are held by the Abbo 2012 Children's Trust, of which the Reporting Person is trustee.
- The shares are held by the Edward Y. Abbo and Alison C. Abbo 2001 Family Trust, of which the Reporting Person is trustee.
- Twenty percent (20%) of the shares subject to the option grant vested on July 6, 2020, and the remaining eighty percent (80%) of each such grant vests on a monthly basis for the following four years, so long as the Reporting Person continues to provide services through such vesting dates.
- Fully vested.

Remarks:

/s/ Brady Mickelsen, Attorney- 12/11/2020
in-Fact

** 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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