

**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>Behzadi Houman</u> (Last) (First) (Middle) <u>C/O C3.AI, INC.</u> <u>1300 SEAPORT BLVD, SUITE 500</u> (Street) <u>REDWOOD CA 94063</u> <u>CITY</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/08/2020</u>	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"/> Officer (give title below) <u>Chief Product Officer</u> 10% Owner Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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)
<u>Class A Common Stock</u>	<u>231,108</u>	<u>D</u>	

**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			
<u>Stock Option (Right to Buy)</u>	<u>(1)</u>	<u>01/20/2024</u>	<u>Class A Common Stock</u>	<u>94,978</u>	<u>1.56</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>07/12/2026</u>	<u>Class A Common Stock</u>	<u>133,332</u>	<u>1.68</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(3)</u>	<u>11/29/2026</u>	<u>Class A Common Stock</u>	<u>166,666</u>	<u>1.86</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(4)</u>	<u>06/07/2027</u>	<u>Class A Common Stock</u>	<u>434,666</u>	<u>1.86</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(5)</u>	<u>05/22/2028</u>	<u>Class A Common Stock</u>	<u>41,665</u>	<u>2.82</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(6)</u>	<u>06/12/2029</u>	<u>Class A Common Stock</u>	<u>124,999</u>	<u>4.56</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>(7)</u>	<u>07/05/2030</u>	<u>Class A Common Stock</u>	<u>166,666</u>	<u>4.56</u>	<u>D</u>	

Explanation of Responses:

1. Fully vested.

2. Twenty percent (20%) of the shares subject to the option grant vested on May 16, 2017, 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.

3. Twenty percent (20%) of the shares subject to the option grant vested on November 30, 2017, 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.

4. Twenty percent (20%) of the shares subject to the option grant vested on May 12, 2018, 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.

5. Twenty percent (20%) of the shares subject to the option grant vested on May 23, 2019, 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.

6. Twenty percent (20%) of the shares subject to the option grant vested on May 1, 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.

7. Twenty percent (20%) of the shares subject to the option grant vested on May 1, 2021, 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.

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 24th day of November, 2020.

By: /s/ Houman Behzadi
Name: Houman Behzadi