

| 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).

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|--|--|--|
| 1. Name and Address of Reporting Person* CLEVELAND BRUCE A (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) Senior VP and CMO Other (specify below) _____ |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/25/2021 | |
| 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 | 02/25/2021 | | M | | 21,367 | A | \$4.68 | 52,116 | D | |
| Class A Common Stock | 03/04/2021 | | G | v | 27,333 | D | \$0.00 | 0 | I | See Footnote ⁽¹⁾ |
| Class A Common Stock | 03/04/2021 | | G | v | 27,333 | A | \$0.00 | 79,449 | D | |
| Class A Common Stock | 03/08/2021 | | M | | 6,867 | A | \$4.68 | 86,316 | D | |
| Class A Common Stock | 03/08/2021 | | S | | 8,702 | D | \$84.48 ⁽²⁾ | 77,614 | D | |
| Class A Common Stock | 03/08/2021 | | S | | 12,700 | D | \$85.53 ⁽³⁾ | 64,914 | D | |
| Class A Common Stock | 03/08/2021 | | S | | 7,600 | D | \$86.57 ⁽⁴⁾ | 57,314 | D | |
| Class A Common Stock | 03/08/2021 | | S | | 5,600 | D | \$87.53 ⁽⁵⁾ | 51,714 | D | |
| Class A Common Stock | 03/08/2021 | | S | | 6,200 | D | \$88.42 ⁽⁶⁾ | 45,514 | D | |
| Class A Common Stock | 03/08/2021 | | S | | 12,567 | D | \$89.29 ⁽⁷⁾ | 32,947 | D | |
| Class A Common Stock | 03/08/2021 | | S | | 4,700 | D | \$90.56 ⁽⁸⁾ | 28,247 | D | |
| Class A Common Stock | 03/08/2021 | | S | | 4,480 | D | \$91.57 ⁽⁹⁾ | 23,767 | D | |
| Class A Common Stock | 03/08/2021 | | S | | 2,400 | D | \$92.39 ⁽¹⁰⁾ | 21,367 | D | |
| Class A Common Stock | 03/08/2021 | | J ⁽¹¹⁾ | | 241 | A | \$0.00 | 241 | I | See Footnote ⁽¹⁾ |

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 | | Date Exercisable | Expiration Date | | | | | | Title |
| Option (Right to Buy) | \$4.68 | 02/25/2021 | | M | | 21,367 | (12) | 11/12/2029 | Class A Common Stock | 21,367 | \$0.00 | 978,634 | D | |
| Option (Right to Buy) | \$4.68 | 03/08/2021 | | M | | 6,867 | (12) | 11/12/2029 | Class A Common Stock | 6,867 | \$0.00 | 971,767 | D | |

Explanation of Responses:

- The shares are held by the Cleveland Family Trust, of which the Reporting Person is trustee.
- Represents weighted average sales price. The shares were sold at prices ranging from \$84.00 to \$84.99. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
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