

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Sastry Shankar</u>  (Last) (First) (Middle) C/O C3.AI, INC. 1300 SEAPORT BLVD, SUITE 500  (Street) REDWOOD CA 94063 CITY CA 94063  (City) (State) (Zip)	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/14/2021</u>	
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	04/14/2021		S		2,358	D	\$65.72 <sup>(1)</sup>	72,282	D	
Class A Common Stock	04/14/2021		S		5,422	D	\$66.63 <sup>(2)</sup>	66,860	D	
Class A Common Stock	04/14/2021		S		2,457	D	\$67.85 <sup>(3)</sup>	64,403	D	
Class A Common Stock	04/14/2021		S		15,590	D	\$68.75 <sup>(4)</sup>	48,813	D	
Class A Common Stock	04/14/2021		S		8,290	D	\$69.72 <sup>(5)</sup>	40,523	D	
Class A Common Stock	04/14/2021		S		5,299	D	\$70.73 <sup>(6)</sup>	35,224	D	
Class A Common Stock	04/14/2021		S		6,695	D	\$71.76 <sup>(7)</sup>	28,529	D	
Class A Common Stock	04/14/2021		S		3,889	D	\$72.6 <sup>(8)</sup>	24,640	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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Represents weighted average sales price. The shares were sold at prices ranging from \$65.07 to \$66.02. 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.
2. Represents weighted average sales price. The shares were sold at prices ranging from \$66.11 to \$67.05. 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.
3. Represents weighted average sales price. The shares were sold at prices ranging from \$67.25 to \$68.16. 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.
4. Represents weighted average sales price. The shares were sold at prices ranging from \$68.25 to \$69.22. 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.
5. Represents weighted average sales price. The shares were sold at prices ranging from \$69.27 to \$70.22. 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.
6. Represents weighted average sales price. The shares were sold at prices ranging from \$70.275 to \$71.24. 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.
7. Represents weighted average sales price. The shares were sold at prices ranging from \$71.31 to \$72.165. 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.
8. Represents weighted average sales price. The shares were sold at prices ranging from \$72.33 to \$72.98. 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.

**Remarks:**

/s/ Brady Mickelsen,  
Attorney-in-Fact

04/15/2021

\*\* 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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