

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

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

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

<b>1. Name and Address of Reporting Person*</b> <u>LEFKOFSKY ERIC P</u> <hr/> (Last) (First) (Middle) C/O TEMPUS AI, INC. 600 WEST CHICAGO AVENUE, SUITE 510 <hr/> (Street) CHICAGO IL 60654 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Tempus AI, Inc. [ TEM ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO and Chairman
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 06/13/2024	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		<b>Rule 10b5-1(c) Transaction Indication</b> <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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	06/13/2024		A		5,616,000 <sup>(1)</sup>	A	\$0	5,616,000	D	
Class A Common Stock	06/14/2024		F <sup>(2)</sup>		37,148	D	\$37	5,578,852	D	
Non-Voting Common Stock	06/17/2024		C		1,400,000	D	<sup>(3)</sup>	0	D	
Class A Common Stock	06/17/2024		C		1,400,000	A	<sup>(3)</sup>	6,978,852	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					

**Explanation of Responses:**

- Consists of previously granted restricted stock units ("RSUs") for which the liquidity event-based condition was satisfied upon the effectiveness of the registration statement on Form S-1 filed by the Issuer in connection with the Issuer's initial public offering, as well as, a grant of RSUs made in connection with the Issuer's initial public offering. Certain of the RSUs remain subject to service-based vesting conditions, as follows: (i) 912,375 RSUs vest in three equal quarterly installments commencing on August 1, 2024 and (ii) 750,000 RSUs vest in 20 equal quarterly installments commencing on September 13, 2024.
- Represents shares withheld to satisfy withholding tax obligations upon the vesting of restricted stock units.
- Each share of Non-Voting Common Stock automatically converted into one share of Class A Common Stock upon the closing of the Issuer's initial public offering of Class A Common Stock.

/s/ Erik Phelps, Attorney-in-Fact 06/17/2024

\*\* 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.