SEC Form 4

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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).

☑ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*

LEFKOFSKY ERIC P

(Last) (First) (Middle)

C/O TEMPUS AI, INC.

600 WEST CHICAGO AVENUE, SUITE 510

(Street)

CHICAGO IL 60654

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Tempus AI, Inc. [ TEM ]

Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)

11/19/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

☑ Director ☑ 10% Owner

☑ Officer (give title below) ☐ Other (specify below)

CEO and Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)

☑ Form filed by One Reporting Person

☐ Form filed by More than One Reporting Person

### 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 | 11/19/2026 | | S[1] | | 17,827 | D | $60.06[2] | 8,469,956 | I | By Gray Media, LLC[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 6,398 | D | $60.96[4] | 8,463,558 | I | By Gray Media, LLC[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 3,802 | D | $62.01[5] | 8,459,756 | I | By Gray Media, LLC[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 14,094 | D | $62.81[6] | 8,445,662 | I | By Gray Media, LLC[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 9,632 | D | $64.01[7] | 8,436,030 | I | By Gray Media, LLC[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 4,958 | D | $65[8] | 8,431,072 | I | By Gray Media, LLC[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 789 | D | $65.7[9] | 8,430,283 | I | By Gray Media, LLC[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 41,686 | D | $60.06[2] | 14,673,783 | I | By Blue Media, LLC[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 15,078 | D | $60.96[4] | 14,658,705 | I | By Blue Media, LLC[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 8,958 | D | $62.01[5] | 14,649,747 | I | By Blue Media, LLC[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 33,157 | D | $62.81[6] | 14,616,590 | I | By Blue Media, LLC[3] |

| 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 | 11/19/2026 | | S[1] | | 22,629 | D | $64.01[7] | 14,593,961 | I | By Blue Media, LLC[3] |
| Class A Common Stock | 11/20/2026 | | S[1] | | 11,641 | D | $65[8] | 14,582,320 | I | By Blue Media, LLC[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 1,851 | D | $65.7[9] | 14,580,469 | I | By Blue Media, LLC[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 2,350 | D | $60.06[2] | 792,281 | I | By Lefkofsky Family Foundation[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 830 | D | $60.96[4] | 791,451 | I | By Lefkofsky Family Foundation[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 486 | D | $62.01[5] | 790,965 | I | By Lefkofsky Family Foundation[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 1,834 | D | $62.81[6] | 789,131 | I | By Lefkofsky Family Foundation[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 1,254 | D | $64.01[7] | 787,877 | I | By Lefkofsky Family Foundation[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 644 | D | $65[8] | 787,233 | I | By Lefkofsky Family Foundation[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 102 | D | $65.7[9] | 787,131 | I | By Lefkofsky Family Foundation[9] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 15,491 | D | $60.06[2] | 34,509 | I | By Vas.org Foundation[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 5,568 | D | $60.96[4] | 28,941 | I | By Vas.org Foundation[3] |
| Class A Common Stock | 11/12/2026 | | S[1] | | 3,307 | D | $62.01[5] | 25,634 | I | By Vas.org Foundation[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 12,262 | D | $62.81[6] | 13,372 | I | By Vas.org Foundation[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 8,378 | D | $64.01[7] | 4,994 | I | By Vas.org Foundation[3] |
| Class A Common Stock | 11/19/2026 | | S[1] | | 4,309 | D | $65[8] | 685 | I | By Vas.org Foundation |
| Class A Common Stock | 11/19/2026 | | S[1] | | 685 | D | $65.7[9] | 0 | I | By Vas.org Foundation[3] |
| Class A Common Stock | | | | | | | | 2,081,056 | D | |
| Class A Common Stock | | | | | | | | 406 | I | By 346 Long LLC[3] |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |
|---|

**Table I - 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 | | | | |

**Explanation of Responses:**

1. This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 8, 2026.

2. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $59.47 to $60.46 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

3. The Reporting Person is (i) a member of, and controls a limited liability company that is a member of, 346 Long LLC, (ii) the sole manager of each of Black Media, LLC, Blue Media, LLC and Gray Media, LLC, (iii) a trustee of each of Lefkofsky Family Foundation and Vas.org Foundation. The Reporting Person's spouse is the trustee of the Lefkofsky Family 2025 GRAT and Lefkofsky Family 2026 GRAT.

4. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $60.485 to $61.48 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

5. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $61.4918 to $62.4865 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

6. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $62.4913 to $63.49 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

7. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $63.4935 to $64.49 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

8. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $$64.50 to $65.46 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

9. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $65.50 to $66.08 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

**Remarks:**

Due to the 30 line limitation in Table I, this report is being filed across two forms. This is the first of two filings.

/s/ Andrew Polovin, Attorney-in-Fact — 11/23/2026

** 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.**