

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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).

1. Name and Address of Reporting Person* <u>LEFKOFSKY ERIC P</u> (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 <u>Tempus AI, Inc. [TEM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO and Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 06/17/2024	
	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	06/17/2024		C		1,603,279	A	(1)	1,603,279	I	By Tempus Series A Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		A ⁽³⁾		996	A	\$0	1,604,275	I	By Tempus Series A Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁴⁾		1,604,275	D	\$0	0	I	By Tempus Series A Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁴⁾		1,397,589	A	\$0	1,397,589	I	By Lightbank Global LLC ⁽²⁾
Class A Common Stock	06/17/2024		C		2,283,991	A	(1)	2,283,991	I	By Innovation Group Investors, L.P. - 2011 Series ⁽⁵⁾
Class A Common Stock	06/17/2024		C		145,875	A	(1)	145,875	I	By Innovation Group Investors, L.P. - Series 1B ⁽⁵⁾
Class A Common Stock	06/17/2024		A ⁽³⁾		91	A	\$0	145,966	I	By Innovation Group Investors, L.P. - Series 1B ⁽⁵⁾
Class A Common Stock	06/17/2024		C		248,476	A	(1)	248,476	I	By Lightbank Investments 1B, LLC ⁽²⁾
Class A Common Stock	06/17/2024		A ⁽³⁾		155	A	\$0	248,631	I	By Lightbank Investments 1B, LLC ⁽²⁾
Class A Common Stock	06/17/2024		A ⁽³⁾		5,998	A	\$0	5,998	I	By Tempus Series B Investments, LLC ⁽²⁾

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	06/17/2024		J ⁽⁶⁾		5,998	D	\$0	0	I	By Tempus Series B Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁶⁾		1,030	A	\$0	2,285,021	I	By Innovation Group Investors, L.P. - 2011 Series ⁽⁵⁾
Class A Common Stock	06/17/2024		J ⁽⁶⁾		4,585	A	\$0	19,938,946	I	By Blue Media, LLC ⁽²⁾
Class A Common Stock	06/17/2024		C		1,500,071	A	⁽¹⁾	1,500,071	I	By Tempus Series B-1 Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		A ⁽³⁾		3,725	A	\$0	1,503,796	I	By Tempus Series B-1 Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁷⁾		1,503,796	D	\$0	0	I	By Tempus Series B-1 Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁷⁾		1,256,361	A	\$0	21,195,307	I	By Blue Media, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁷⁾		125,382	A	\$0	2,410,403	I	By Innovation Group Investors, L.P. - 2011 Series ⁽⁵⁾
Class A Common Stock	06/17/2024		C		1,746,323	A	⁽¹⁾	22,941,630	I	By Blue Media, LLC ⁽²⁾
Class A Common Stock	06/17/2024		C		2,111,415	A	⁽¹⁾	2,111,415	I	By Tempus Series B-2 Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		A ⁽³⁾		9,377	A	\$0	2,120,792	I	By Tempus Series B-2 Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁸⁾		2,120,792	D	\$0	0	I	By Tempus Series B-2 Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁸⁾		911,957	A	\$0	23,853,587	I	By Blue Media, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁸⁾		1,068,346	A	\$0	3,478,749	I	By Innovation Group Investors, L.P. - 2011 Series ⁽⁵⁾
Class A Common Stock	06/17/2024		C		3,911,762	A	⁽¹⁾	3,911,762	I	By Tempus Series C Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		A ⁽³⁾		17,374	A	\$0	3,929,136	I	By Tempus Series C Investments, LLC ⁽²⁾

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	06/17/2024		J ⁽⁹⁾		3,929,136	D	\$0	0	I	By Tempus Series C Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁹⁾		2,020,698	A	\$0	25,874,285	I	By Blue Media, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁹⁾		982,283	A	\$0	9,607,283	I	By Gray Media, LLC ⁽²⁾

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	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	06/17/2024		C			1,603,279	(1)	(1)	Class A Common Stock	1,603,279	\$0	0	I	By Tempus Series A Investments, LLC ⁽²⁾
Series A Preferred Stock	(1)	06/17/2024		C			2,283,991	(1)	(1)	Class A Common Stock	2,283,991	\$0	0	I	By Innovation Group Investors, L.P. - 2011 Series ⁽⁵⁾
Series A Preferred Stock	(1)	06/17/2024		C			145,875	(1)	(1)	Class A Common Stock	145,875	\$0	0	I	By Innovation Group Investors, L.P. - Series 1B ⁽⁵⁾
Series A Preferred Stock	(1)	06/17/2024		C			248,476	(1)	(1)	Class A Common Stock	248,476	\$0	0	I	By Lightbank Investments 1B, LLC ⁽²⁾
Series B Preferred Stock	(10)	06/17/2024		C			5,196,414	(10)	(10)	Class B Common Stock	5,196,414	\$0	0	I	By Tempus Series B Investments, LLC ⁽²⁾
Class B Common Stock	(11)	06/17/2024		C			5,196,414	(11)	(11)	Class A Common Stock	5,196,414	\$0	5,196,414	I	By Tempus Series B Investments, LLC ⁽²⁾
Class B Common Stock	(11)	06/17/2024		J ⁽⁶⁾			5,196,414	(11)	(11)	Class A Common Stock	5,196,414	\$0	0	I	By Tempus Series B Investments, LLC ⁽²⁾
Class B Common Stock	(11)	06/17/2024		J ⁽⁶⁾			3,972,878	(11)	(11)	Class A Common Stock	3,972,878	\$0	3,972,878	I	By Blue Media, LLC ⁽²⁾
Class B Common Stock	(11)	06/17/2024		J ⁽⁶⁾			892,426	(11)	(11)	Class A Common Stock	892,426	\$0	892,426	I	By Innovation Group Investors, L.P. - 2011 Series ⁽⁵⁾
Series B Preferred Stock	(10)	06/17/2024		C			178,485	(10)	(10)	Class B Common Stock	178,485	\$0	0	I	By Black Media, LLC ⁽²⁾
Class B Common Stock	(10)	06/17/2024		C			178,485	(10)	(10)	Class A Common Stock	178,485	\$0	178,485	I	By Black Media, LLC ⁽²⁾
Series B-1 Preferred Stock	(1)	06/17/2024		C			1,500,071	(1)	(1)	Class A Common Stock	1,500,071	\$0	0	I	By Tempus Series B-1 Investments, LLC ⁽²⁾
Series B-2 Preferred Stock	(1)	06/17/2024		C			1,746,323	(1)	(1)	Class A Common Stock	1,746,323	\$0	0	I	By Blue Media, LLC ⁽²⁾
Series B-2 Preferred Stock	(1)	06/17/2024		C			2,111,415	(1)	(1)	Class A Common Stock	2,111,415	\$0	0	I	By Tempus Series B-2 Investments, LLC ⁽²⁾
Series C Preferred Stock	(1)	06/17/2024		C			3,911,762	(1)	(1)	Class A Common Stock	3,911,762	\$0	0	I	By Tempus Series C Investments, LLC ⁽²⁾

1. Name and Address of Reporting Person*

LEFKOFSKY ERIC P

(Last)	(First)	(Middle)
C/O TEMPUS AI, INC.		
600 WEST CHICAGO AVENUE, SUITE 510		
<hr/>		
(Street)		
CHICAGO	IL	60654
<hr/>		
(City)	(State)	(Zip)
<hr/>		
1. Name and Address of Reporting Person*		
Blue Media, LLC		
<hr/>		
(Last)	(First)	(Middle)
C/O TEMPUS AI, INC.		
600 WEST CHICAGO AVENUE, SUITE 510		
<hr/>		
(Street)		
CHICAGO	IL	60654
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

- Each share of Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock and Series C Preferred Stock was convertible at any time, at the holder's election, into Class A Common Stock, on a one-for-one basis, had no expiration date and automatically converted into shares of Class A Common Stock upon the closing of the Issuer's initial public offering.
- The Reporting Person is the sole manager of each of Blue Media, LLC, Gray Media, LLC, Lightbank Investments 1B, LLC, Lightbank Global LLC, Tempus Series A Investments, LLC, Tempus Series B Investments, LLC, Tempus Series B-1 Investments, LLC, Tempus Series B-2 Investments, LLC and Tempus Series C Investments, LLC.
- On June 17, 2024, in connection with the conversion of preferred stock upon the closing of the Issuer's initial public offering, the Issuer paid accrued and unpaid dividends on such shares of preferred stock in shares of Class A Common Stock. The issuance of shares qualifies for the exemption from Section 16 of the Securities Exchange Act pursuant to Rules 16b-3 and 16a-9.
- Represents a pro rata distribution, and not a purchase or sale of securities, by Tempus Series A Investments, LLC to its members, one of which is Lightbank Global LLC, without additional consideration.
- The Reporting Person is the manager of the general partner of Innovation Group Investors, L.P. - 2011 Series and Innovation Group Investors, L.P. - Series 1B.
- Represents a pro rata distribution, and not a purchase or sale of securities, by Tempus Series B Investments, LLC to its members, including Blue Media, LLC and Innovation Group Investors, L.P. - 2011 Series, without additional consideration.
- Represents a pro rata distribution, and not a purchase or sale of securities, by Tempus Series B-1 Investments, LLC to its members, including Blue Media, LLC and Innovation Group Investors, L.P. - 2011 Series, without additional consideration.
- Represents a pro rata distribution, and not a purchase or sale of securities, by Tempus Series B-2 Investments, LLC to its members, including Blue Media, LLC and Innovation Group Investors, L.P. - 2011 Series, without additional consideration.
- Represents a pro rata distribution, and not a purchase or sale of securities, by Tempus Series C Investments, LLC to its members, including Blue Media, LLC and Gray Media, LLC, without additional consideration.
- Each share of Series B Preferred Stock was convertible at any time, at the holder's election, into Class B Common Stock, on a one-for-one basis, had no expiration date and automatically converted into shares of Class B Common Stock upon the closing of the Issuer's initial public offering.
- Each share of Class B Common Stock is convertible at any time, at the holder's election, into Class A Common Stock, on a one-for-one basis and has no expiration date.

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/ Erik Phelps, Attorney-in-Fact 06/20/2024

** 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.