
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement File No. 333-280270
Post-Effective Amendment No. 1 to Form S-8 Registration Statement File No. 333-285174**

*UNDER
THE SECURITIES ACT OF 1933*

Tempus AI, Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

47-4903308
(I.R.S. Employer
Identification No.)

600 West Chicago Avenue, Suite 510
Chicago, Illinois
(Address of Principal Executive Offices)

60654
(Zip Code)

Tempus AI, Inc. 2024 Equity Incentive Plan
(Full titles of the plans)

Eric Lefkofsky
Chief Executive Officer, Founder and Chairman
Tempus AI, Inc.

600 West Chicago Avenue, Suite 510
Chicago, Illinois 60654

(800) 976-5448 (Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Christina T. Roupas
Courtney M.W. Tygesson
Cooley LLP
110 North Wacker Drive
Suite 4200
Chicago, IL 60606
Tel: (312) 881-6500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (this “Amendment”) constitutes an amendment to the Registration Statements on FormS-8, File Nos. [333-280270](#) and [333-285174](#) (the “Registration Statements”), filed by Tempus AI, Inc. (the “Registrant”). On August 7, 2025, the Registrant filed (i) a certificate of conversion with the Secretary of State of the State of Delaware and (ii) articles of conversion with the Nevada Secretary of State, pursuant to which the reincorporation of the Registrant from the State of Delaware to the State of Nevada (the “Reincorporation”) became effective on August 7, 2025 at 11:59 p.m. Eastern Time. At the Effective Time, each outstanding share of Class A common stock, par value \$0.0001 per share, of the Delaware corporation (the “Delaware Corporation Class A Common Stock”) automatically converted into one outstanding share of Class A common stock, par value \$0.0001 per share, of the Nevada corporation (“Nevada Corporation Class A Common Stock” or “Class A Common Stock”), and each outstanding share of Class B common stock of the Delaware corporation, par value \$0.0001 per share (“Delaware Corporation Class B Common Stock”), automatically converted into one outstanding share of Class B common stock, par value \$0.0001 per share, of the Nevada corporation (“Nevada Corporation Class B Common Stock”). At the Effective Time, each outstanding restricted stock award, restricted stock unit (including performance units), option, warrant or other right to acquire shares of Delaware Corporation Class A Common Stock or Delaware Corporation Class B Common Stock automatically became a restricted stock award, restricted stock unit (including performance units), option, warrant or other right to acquire an equal number of shares of Nevada Corporation Class A Common Stock or Nevada Corporation Class B Common Stock, as applicable, under the same terms and conditions.

No additional shares of Class A common stock are being registered by this Amendment and registration fees were paid upon filing of the Registration Statements.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act of 1933, as amended (the "Securities Act"), and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Amendment or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the Commission:

- (a) our Annual Report on [Form 10-K](#) for the year ended December 31, 2024, filed with the SEC on February 24, 2025;
- (b) our Quarterly Reports on Form 10-Q for the quarter ended March 31, 2025, filed with the SEC on [May 6, 2025](#), and for the quarter ended June 30, 2025, filed with the SEC on [August 8, 2025](#);
- (c) [Definitive Proxy Statement on Schedule 14A](#) filed with the SEC on April 7, 2025 (solely with respect to those portions incorporated by reference into our Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2024);
- (d) our Current Reports on Form 8-K filed with the SEC on [February 3, 2025](#), [April 23, 2025](#), [May 23, 2025](#) and [July 3, 2025](#); and
- (e) The description of the Registrant's Class A Common Stock contained in the Registrant's Registration Statement on [Form 8-A](#) filed on June 11, 2024 under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.3](#) of the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2025, filed with the Commission on August 8, 2025.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or portions thereof that are furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Nevada Revised Statutes ("NRS") 78.7502(1) provides that a corporation may indemnify, pursuant to that statutory provision, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other enterprise or as a manager of a limited liability company, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person is not liable pursuant to NRS 78.138 or if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. NRS 78.7502(2) permits a corporation to indemnify, pursuant to that statutory provision, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that such person acted in any of the capacities set forth above, against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted under similar standards, except that no indemnification pursuant to NRS 78.7502 may be made in respect of any claim, issue or matter as to which such person shall have been adjudged by a court of competent jurisdiction, after any appeals taken therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which such action or suit was brought or other court of competent jurisdiction determines that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper. NRS 78.751(1) provides that a corporation shall indemnify any person who is a director, officer, employee or agent of the corporation, against expenses actually and reasonably incurred by the person in connection with defending an action (including, without limitation, attorney's fees), to the extent that the person is successful on the merits or otherwise in defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or as a manager of a limited liability company, or any claim, issue or matter in such action.

The Registrant's articles of incorporation permit indemnification of, and advancement of expenses to, its directors, officers and other agents, and any other persons to which applicable law permits the Registrant to provide indemnification, to the fullest extent permitted by applicable law, including the NRS. The Registrant's bylaws provide that it will so indemnify its directors and executive officers and permit the Registrant to indemnify other officers, employees, and other agents, in each case to the full extent permitted and in any manner permitted under the NRS or other applicable law.

The Registrant has entered into indemnification agreements with its directors and executive officers, whereby it has agreed to indemnify the directors and executive officers to the fullest extent permitted by law, including indemnification against expenses and liabilities incurred in legal proceedings to which the director or executive officer was, or is threatened to be made, a party by reason of the fact that such director or executive officer is or was a director, executive officer, employee or agent of the Registrant, provided that such director or executive officer is not liable pursuant to NRS 78.138 or acted in good faith and in a manner that the director or executive officer reasonably believed to be in, or not opposed to, the best interests of the Registrant (and with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful). At present, there is no pending litigation or proceeding involving a director or executive officer of the Registrant regarding which indemnification is sought, nor is the Registrant aware of any threatened litigation that may result in claims for indemnification.

The Registrant maintains insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his or her capacity as such.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed below:

Exhibit Number	Description
4.1	Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-42130), filed with the Commission on August 8, 2025).
4.2	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-42130), filed with the Commission on August 8, 2025).
4.3	Form of Class A Common Stock Certificate of the Registrant (incorporated by reference to Exhibit 4.4 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-42130), filed with the Commission on August 8, 2025).
5.1*	Opinion of Brownstein Hyatt Farber Schreck, LLP.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Brownstein Hyatt Farber Schreck, LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page to the Registration Statements on Form S-8, File Nos. 333-280270 and 333-285174)
99.1	The Registrant's 2024 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1/A (File No. 333-279558), filed with the Commission on June 5, 2024).
99.2	Forms of Restricted Stock Unit Grant Notice and Award Agreement under the Registrant's 2024 Equity Incentive Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1 (File No. 333-279558), filed with the Commission on May 20, 2024).
99.3	Forms of Grant Notice, Stock Option Agreement and Notice of Exercise under the Registrant's 2024 Equity Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 (File No. 333-279558), filed with the Commission on May 20, 2024).
99.4	Forms of Restricted Stock Award Grant Notice and Award Agreement under the Registrant's 2024 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-42130), filed with the Commission on May 6, 2025).

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

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- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statements; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statements or any material change to such information in the Registration Statements.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on August 8, 2025.

TEMPUS AI, INC.

By: /s/ Eric Lefkofsky
Eric Lefkofsky
Chief Executive Officer, Founder and Chairman

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Eric Lefkofsky</u> Eric Lefkofsky	Chief Executive Officer, Founder and Chairman <i>(Principal Executive Officer)</i>	August 8, 2025
<u>*</u> James Rogers	Chief Financial Officer <i>(Principal Financial Officer)</i>	August 8, 2025
<u>*</u> Ryan Bartolucci	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	August 8, 2025
<u>*</u> Peter J. Barris	Director	August 8, 2025
<u>*</u> Eric D. Belcher	Director	August 8, 2025
<u>*</u> Jennifer A. Doudna, Ph.D.	Director	August 8, 2025
<u>*</u> David R. Epstein	Director	August 8, 2025
<u>*</u> Wayne A.I. Frederick, M.D.	Director	August 8, 2025
<u>*</u> Scott Gottlieb, M.D.	Director	August 8, 2025
<u>*</u> Theodore J. Leonsis	Director	August 8, 2025
<u>*</u> Nadja West, M.D.	Director	August 8, 2025

By: /s/ Eric P. Lefkofsky
Eric P. Lefkofsky
Attorney-in-Fact



Brownstein Hyatt Farber Schreck, LLP
702.382.2101 main
100 North City Parkway, Suite 1600
Las Vegas, Nevada 89106

August 8, 2025

Tempus AI, Inc.
600 West Chicago Avenue, Suite 510
Chicago, Illinois 60654

To the addressee set forth above:

We have acted as local Nevada counsel to Tempus AI, Inc., a Nevada corporation (the "Company"), which is the resulting entity (as defined in Nevada Revised Statutes 92A.090) in the conversion of Tempus AI, Inc., a Delaware corporation (the "Delaware Corporation"), into a Nevada corporation (the "Conversion"), in connection with the filing by the Company of (i) Post Effective Amendment No.1 to Form S-8 Registration Statement (File No. 333-280270), and (ii) Post Effective Amendment No.1 to Form S-8 Registration Statement (File No. 333-285174) (collectively, the "Registration Statements") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to the registration of an aggregate of 10,301,134 shares (the "Shares") of the Company's Class A Common Stock, par value \$0.0001 per share (the "Common Stock"), issuable under the Company's 2024 Equity Incentive Plan (the "Plan"). This opinion letter is being delivered at your request pursuant to the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In our capacity as such counsel, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization and issuance of the Shares as contemplated by the Plan and as described in the Registration Statements. For purposes of this opinion letter, and except to the extent set forth in the opinion expressed below, we have assumed that all such proceedings have been or will be timely completed in the manner contemplated by the Plan, and as presently proposed in the Registration Statements.

For the purpose of issuing this opinion letter, we have made such legal and factual examinations and inquiries, including an examination of originals or copies certified or otherwise identified to our satisfaction as being true copies of (i) the Registration Statements, (ii) the Plan, (iii) the Company's articles of incorporation and bylaws, and (iv) such other agreements, instruments, corporate records (including resolutions of the board of directors and any committee thereof) and other documents, or forms thereof, as we have deemed necessary or appropriate, and we have obtained from officers and other representatives and agents of the Company and from public officials, and have relied upon, such certificates, representations, assurances and public filings as we have deemed necessary or appropriate.

Without limiting the generality of the foregoing, we have, with your permission, assumed without independent verification that (i) each natural person executing a document has or will have sufficient legal capacity to do so; (ii) all documents submitted to us as originals are authentic, the signatures on all documents we reviewed are genuine, and all documents submitted to us as certified, conformed, photostatic, electronic or facsimile copies conform to the original document; (iii) all corporate records made available to us by the Company, and all public records we have reviewed, are accurate and complete; (iv) prior to the Conversion, the

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Delaware Corporation has taken all corporate action required under the laws of the State of Delaware to authorize the Plan and the performance by the Company of its obligations thereunder, including the issuance of Shares; and (v) after any issuance of any Shares, the total number of issued and outstanding shares of Common Stock, together with the total number of shares of Common Stock then reserved for issuance or obligated to be issued by the Company pursuant to any agreement or arrangement, or otherwise, including pursuant to the Plan, will not exceed the total number of shares of Common Stock then authorized under the Company's articles of incorporation.

We are qualified to practice law in the State of Nevada. The opinion set forth herein is expressly limited to and based exclusively on the general corporate laws of the State of Nevada, and we do not purport to be experts on, or to express any opinion with respect to the applicability thereto or the effect thereof, the laws of any other jurisdiction. We express no opinion concerning, and we assume no responsibility as to laws or judicial decisions related to, or any orders, consents or other authorizations or approvals as may be required by, any federal laws, rules or regulations, including, without limitation, any federal securities laws, rules or regulations, or any state securities or "blue sky" laws, rules or regulations.

Based on the foregoing and in reliance thereon, and having regard to legal considerations and other information that we deem relevant, we are of the opinion that the Shares have been duly authorized by the Company and, if, when and to the extent issued in accordance with all applicable terms and conditions set forth in the Plan and in exchange for the consideration required thereunder, and as described in the Registration Statements, such Shares will be validly issued, fully paid and non-assessable.

The opinion expressed herein is based upon the applicable laws of the State of Nevada and the facts in existence on the date of this opinion letter. In delivering this opinion letter to you, we disclaim any obligation to update or supplement the opinion set forth herein or to apprise you of any changes in any laws or facts after the filing of this opinion letter as an exhibit to the Registration Statements. No opinion is offered or implied as to any matter, and no inference may be drawn, beyond the strict scope of the specific issues expressly addressed by the opinion set forth herein.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statements. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,
/s/ Brownstein Hyatt Farber Schreck, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Post-Effective Amendment No. 1 to the Registration Statements on Form S-8 (File Nos. 333-280270 and 333-285174) of Tempus AI, Inc. of our report dated February 24, 2025 relating to the financial statements which appears in Tempus AI, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ PricewaterhouseCoopers LLP
Chicago, Illinois
August 8, 2025

