

---

**United States**  
**Securities and Exchange Commission**  
Washington, D.C. 20549

**Schedule 13G**

(Rule 13d-102)

**Information to be Included in Statements Filed Pursuant  
to § 240.13d-1(b), (c) and (d) and Amendments Thereto Filed  
Pursuant to § 240.13d-2**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. )\*

**Tempus AI, Inc.**

(Name of Issuer)

**Class A Common Stock, \$0.0001 par value per share**  
(Title of Class of Securities)

**71535D106**  
(CUSIP Number)

**September 30, 2024**  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

1 Names of Reporting Persons

**Red Sky Ventures LLC**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

**Delaware**

5 Sole Voting Power

**0**

6 Shared Voting Power

**16,560,249**

7 Sole Dispositive Power

**0**

8 Shared Dispositive Power

**16,560,249**

Number of Shares  
Beneficially Owned by  
Each Reporting Person  
With

9 Aggregate Amount Beneficially Owned by Each Reporting Person

**16,560,249**

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

**Not Applicable**

11 Percent of Class Represented by Amount in Row 9

**10.9%**

12 Type of Reporting Person

**OO (Limited Liability Company)**

1 Names of Reporting Persons

**Kimberly Jo Keywell**

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

**United States**

5 Sole Voting Power

**0**

6 Shared Voting Power

**16,560,249**

Number of Shares  
Beneficially Owned by  
Each Reporting Person  
With

7 Sole Dispositive Power

**0**

8 Shared Dispositive Power

**16,560,249**

9 Aggregate Amount Beneficially Owned by Each Reporting Person

**16,560,249**

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

**Not Applicable**

11 Percent of Class Represented by Amount in Row 9

**10.9%**

12 Type of Reporting Person

**IN**

**ITEM 1. (a) Name of Issuer:**

Tempus AI, Inc. (the "Issuer").

**(b) Address of Issuer's Principal Executive Offices:**

600 West Chicago Avenue, Suite 510, Chicago, IL 60654

**ITEM 2. (a) Name of Person Filing:**

Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of:

Red Sky Ventures LLC ("Red Sky")  
Kimberly Jo Keywell

**(b) Address or Principal Business Office:**

The principal business address of each of the Reporting Persons is 1001 Green Bay Road, Suite 146, Winnetka, IL 60093.

**(c) Citizenship of each Reporting Person is:**

Red Sky is organized under the laws of the state of Delaware. Ms. Keywell is a citizen of the United States.

**(d) Title of Class of Securities:**

Class A common stock, par value \$0.0001 per share ("Class A Common Stock").

**(e) CUSIP Number:**

71535D106

**ITEM 3.**

Not applicable.

---

**ITEM 4. Ownership.**

(a-c)

The ownership information presented below represents beneficial ownership of shares of Class A Common Stock as of the date hereof, based upon 152,401,894 shares of Class A Common Stock outstanding as of November 4, 2024, as disclosed in the Issuer's quarterly report on Form 10-Q, filed with the Securities and Exchange Commission on November 4, 2024.

<b>Reporting Person</b>	<b>Amount beneficially owned</b>	<b>Percent of class:</b>	<b>Sole power to vote or direct the vote:</b>	<b>Shared power to vote or direct the vote:</b>	<b>Sole power to dispose or to direct the disposition of:</b>	<b>Shared power to dispose or to direct the disposition of:</b>
Red Sky Ventures LLC	16,560,249	10.9%	0	16,560,249	0	16,560,249
Kimberly Jo Keywell	16,560,249	10.9%	0	16,560,249	0	16,560,249

Red Sky is the record holder of the shares of Class A Common Stock reported herein. Ms. Keywell is the sole member and manager of Red Sky. As a result, Ms. Keywell may be deemed to share beneficial ownership of the shares of Class A Common Stock directly held by Red Sky.

**ITEM 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**ITEM 8. Identification and Classification of Members of the Group.**

Not applicable.

**ITEM 9. Notice of Dissolution of Group.**

Not applicable.

**ITEM 10. Certification.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** November 12, 2024

**Red Sky Ventures LLC**

By: /s/ Kimberly Jo Keywell

Name: Kimberly Jo Keywell

Title: President

**Kimberly Jo Keywell**

/s/ Kimberly Jo Keywell

---

**LIST OF EXHIBITS****Exhibit No. Description**99 [Joint Filing Agreement.](#)

---

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that they are jointly filing this statement on Schedule 13G. Each of them is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 12<sup>th</sup> day of November, 2024.

**Red Sky Ventures LLC**

By:     /s/ Kimberly Jo Keywell      
Name: Kimberly Jo Keywell  
Title: President

**Kimberly Jo Keywell**

    /s/ Kimberly Jo Keywell    

---