

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

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. Date of Event Requiring Statement (Month/Day/Year) 06/13/2024	3. Issuer Name and Ticker or Trading Symbol <u>Tempus AI, Inc. [TEM]</u>	
		4. 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	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	19,934,361	I	By Blue Media, LLC ⁽¹⁾
Class A Common Stock	8,625,000	I	By Gray Media, LLC ⁽¹⁾
Non-Voting Common Stock	1,400,000 ⁽²⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B-2 Preferred Stock	(3)	(3)	Class A Common Stock	1,746,323	(3)	I	By Blue Media, LLC ⁽¹⁾
Series G-3 Preferred Stock	(3)	(3)	Class A Common Stock	98,964	(3)	I	By Blue Media, LLC ⁽¹⁾
Series B Preferred Stock	(4)	(4)	Class B Common Stock	178,485	(4)	I	By Black Media, LLC ⁽¹⁾
Series A Preferred Stock	(3)	(3)	Class A Common Stock	2,283,991	(3)	I	By Innovation Group Investors, L.P. - 2011 Series ⁽⁵⁾
Series D Preferred Stock	(3)	(3)	Class A Common Stock	406,090	(4)	I	By Innovation Group Investors, L.P. - 2011 Series ⁽⁵⁾
Series G Preferred Stock	(3)	(3)	Class A Common Stock	99,255	(3)	I	By Innovation Group Investors, L.P. - 2011 Series ⁽⁵⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(3)	(3)	Class A Common Stock	145,875	(3)	I	By Innovation Group Investors, L.P. - Series 1B ⁽⁵⁾
Series A Preferred Stock	(3)	(3)	Class A Common Stock	248,476	(3)	I	By Lightbank Investments 1B, LLC ⁽¹⁾
Series A Preferred Stock	(3)	(3)	Class A Common Stock	1,603,279	(3)	I	By Tempus Series A Investments, LLC ⁽¹⁾
Series B Preferred Stock	(4)	(4)	Class B Common Stock	5,196,414	(4)	I	By Tempus Series B Investments, LLC ⁽¹⁾
Series B-1 Preferred Stock	(3)	(3)	Class A Common Stock	1,500,071	(3)	I	By Tempus Series B-1 Investments, LLC ⁽¹⁾
Series B-2 Preferred Stock	(3)	(3)	Class A Common Stock	2,111,415	(3)	I	By Tempus Series B-2 Investments, LLC ⁽¹⁾
Series C Preferred Stock	(3)	(3)	Class A Common Stock	3,911,762	(3)	I	By Tempus Series C Investments, LLC ⁽¹⁾
Series D Preferred Stock	(3)	(3)	Class A Common Stock	2,133,583	(3)	I	By Tempus Series D Investments, LLC ⁽¹⁾
Series E Preferred Stock	(3)	(3)	Class A Common Stock	248,512	(3)	I	By Tempus Series E Investments, LLC ⁽¹⁾
Series G Preferred Stock	(3)	(3)	Class A Common Stock	321,008	(3)	I	By Tempus Series G Investments, LLC ⁽¹⁾

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)

1. Name and Address of Reporting Person*

Blue Media, LLC

(Last)	(First)	(Middle)
C/O TEMPUS AI, INC.		
600 WEST CHICAGO AVENUE, SUITE 510		
(Street)		
CHICAGO	IL	60654
(City)	(State)	(Zip)

Explanation of Responses:

1. The Reporting Person is the sole manager of each of Blue Media, LLC, Gray Media, LLC, Black Media, LLC, Lightbank Investments 1B, Tempus Series A Investments, LLC, Tempus Series B Investments, LLC, Tempus Series B-1 Investments, LLC, Tempus Series B-2 Investments, LLC, Tempus Series C Investments, LLC, Tempus Series D Investments, LLC, Tempus Series E Investments, LLC and Tempus Series G Investments, LLC.
2. Each share of Non-Voting Common Stock shall be 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.
3. Each share of Series A Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series G Preferred Stock, Series G-3 Preferred Stock is convertible at any time, at the holder's election, into Class A Common Stock, on a one-for-one basis, has no expiration date and will automatically convert into shares of Class A Common Stock upon the closing of the Issuer's initial public offering.
4. Each share of Series B Preferred Stock is convertible at any time, at the holder's election, into Class B Common Stock, on a one-for-one basis, has no expiration date and will automatically convert into shares of Class B Common Stock upon the closing of the Issuer's initial public offering.
5. 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.

/s/ Erik Phelps, Attorney-
in-Fact for Eric P. Lefkofsky 06/13/2024

/s/ Erik Phelps, Attorney-
in-Fact for Blue Media, LLC 06/13/2024

** 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 5 (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.

POWER OF ATTORNEY

(For Executing Forms 3, 4 and 5)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Erik Phelps, James Rogers and Andy Polovin of Tempus AI, Inc. (the "**Company**"), signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "**SEC**"), Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules thereunder, in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company;

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Forms 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.


The undersigned hereby grants to each such attorneyinfect full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneyinfect, or such attorneyinfect's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: 16-May-2024

/s/ Eric Lefkofsky
Eric Lefkofsky



POWER OF ATTORNEY

(For Executing Forms 3, 4 and 5)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Erik Phelps, James Rogers and Andy Polovin of Tempus AI, Inc. (the “*Company*”), signing individually, the undersigned’s true and lawful attorneys-in fact and agents to:

(1) Prepare, execute in the undersigned’s name and on the undersigned’s behalf, and submit to the Securities and Exchange Commission (the “*SEC*”), Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and the rules thereunder, in the undersigned’s capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company;

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Forms 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact’s discretion.

The undersigned hereby grants to each such attorneyinfect full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneyinfect, or such attorneyinfect’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned’s responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned’s holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date:6/12/2024

Blue Media, LLC

By:/s/ Eric Lefkofsky

Name: Eric Lefkofsky

Title: Manager