

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Rogers James William</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>C/O TEMPUS AI, INC.</p> <p>600 WEST CHICAGO AVENUE, SUITE 510</p> <hr/> <p>(Street)</p> <p>CHICAGO IL 60654</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Tempus AI, Inc. [TEM]</u></p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;">Chief Financial Officer</p>
<p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>06/13/2024</p>		<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>		
<p>Rule 10b5-1(c) Transaction Indication</p> <p><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.</p>		

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	06/13/2024		A		370,000 ⁽¹⁾⁽²⁾	A	\$0	370,000	D	
Class A Common Stock	06/14/2024		F ⁽³⁾		85,695	D	\$37	284,305	D	

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					

Explanation of Responses:

- Consists of previously granted restricted stock units ("RSUs") for which the liquidity event-based condition was satisfied upon the effectiveness of the registration statement on Form S-1 filed by the Issuer in connection with the Issuer's initial public offering. Certain of the RSUs remain subject to service-based vesting conditions, as follows: (i) 3,750 RSUs vest in three equal quarterly installments commencing on August 1, 2024; (ii) 35,000 RSUs vest in seven equal quarterly installments commencing on September 1, 2024; (iii) 41,250 RSUs vest in eleven equal quarterly installments commencing on August 15, 2024; (iv) 12,000 RSUs vest in 16 equal quarterly installments commencing on June 15, 2024; (v) 7,500 RSUs vest in three equal quarterly installments commencing on March 31, 2024; (vi) 20,000 RSUs vest in four equal quarterly installments commencing on March 31, 2025; (continued to footnote (2)).
- (vii) 30,000 RSUs vest in four equal quarterly installments commencing on March 31, 2026; and (viii) 20,000 RSUs vest one-third on March 15, 2025 with the remainder vesting in eight substantially equal quarterly installments commencing on June 15, 2025.
- Represents shares withheld to satisfy withholding tax obligations upon the vesting of restricted stock units.

/s/ Erik Phelps, Attorney-in-Law 06/17/2024

** 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.