

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Tempus AI, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(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 Lefkowsky
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, a 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. ☐

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Tempus AI, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register 2,871,134 additional shares of its Class A common stock, \$0.0001 par value per share (“Class A Common Stock”), under the Registrant’s 2024 Equity Incentive Plan (the “2024 Plan”), pursuant to the provisions of the 2024 Plan providing for an automatic increase in the number of shares of Class A Common Stock reserved and available for issuance under the 2024 Plan on January 1, 2025. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

The Registrant previously registered shares of its Class A Common Stock for issuance under the 2024 Plan on a Registration Statement on Form S-8 filed with the Commission on June 17, 2024 ([File No. 333-280270](#)) (the “Prior Registration Statement”). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statement except as set forth below.

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) The Registrant’s Annual Report on [Form 10-K](#) (the “2024 10-K”) for the fiscal year ended December 31, 2024, filed with the Commission on February 24, 2025;

(b) The Registrant’s Current Report on [Form 8-K](#) filed with the Commission on February 3, 2025 (File No. 001-42130); and

(c) 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 (File No. 001-42130) 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 4.2](#) of the 2024 10-K.

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 8. Exhibits.

The exhibits to this Registration Statement are listed below:

Exhibit Number	Description
4.1	<u>Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-42130), filed with the Commission on June 17, 2024).</u>
4.2	<u>Amended and Restated Bylaws of the Registrant, as currently in effect (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-42130), filed with the Commission on June 17, 2024).</u>
4.3	<u>Form of Class A Common Stock Certificate of the Registrant (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-279558), filed with the Commission on June 5, 2024).</u>
5.1*	<u>Opinion of Cooley LLP.</u>
23.1*	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on the signature page).</u>
99.1	<u>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).</u>
99.2	<u>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).</u>
99.3	<u>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).</u>
107*	<u>Filing Fee Table.</u>

* Filed herewith.

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 February 24, 2025.

TEMPUS AI, INC.

By: /s/ Eric Lefkofsky

Eric Lefkofsky

Chief Executive Officer, Founder and Chairman

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Eric Lefkofsky, James Rogers and Andrew Polovin, and each of them, as his or her true and lawful attorney-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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.

Signature	Title	Date
<u>/s/ Eric Lefkofsky</u> Eric Lefkofsky	Chief Executive Officer, Founder and Chairman (Principal Executive Officer)	February 24, 2025
<u>/s/ James Rogers</u> James Rogers	Chief Financial Officer (Principal Financial Officer)	February 24, 2025
<u>/s/ Ryan Bartolucci</u> Ryan Bartolucci	Chief Accounting Officer (Principal Accounting Officer)	February 24, 2025
<u>/s/ Peter J. Barris</u> Peter J. Barris	Director	February 24, 2025
<u>/s/ Eric D. Belcher</u> Eric D. Belcher	Director	February 24, 2025
<u>/s/ Jennifer A. Doudna, Ph.D.</u> Jennifer A. Doudna, Ph.D.	Director	February 24, 2025
<u>/s/ David R. Epstein</u> David R. Epstein	Director	February 24, 2025
<u>/s/ Wayne A.I. Frederick, M.D.</u> Wayne A.I. Frederick, M.D.	Director	February 24, 2025
<u>/s/ Scott Gottlieb, M.D.</u> Scott Gottlieb, M.D.	Director	February 24, 2025

Signature	Title	Date
/s/ Theodore J. Leonsis Theodore J. Leonsis	Director	February 24, 2025
/s/ Nadja West Nadja West, M.D.	Director	February 24, 2025



Christina T. Roupas
+1 312 881 6670
croupas@cooley.com

February 24, 2025

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

Re: Tempus AI, Inc. – Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Tempus AI, Inc., a Delaware corporation (the “**Company**”), in connection with the filing by the Company of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”) covering the offering of up to 2,871,134 shares (the “**Shares**”) of the Company’s Class A common stock, par value \$0.0001 per share (the “**Class A Common Stock**”), issuable pursuant to the Company’s 2024 Equity Incentive Plan (the “**Plan**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the Company’s certificate of incorporation and bylaws, each as currently in effect, (c) the Plan and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion herein is expressed solely with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and the related prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Cooley LLP 110 N. Wacker Drive, Suite 4200 Chicago, IL 60606
t: (312) 881-6500 f: (312) 881-6598 cooley.com



Tempus AI, Inc.
February 24, 2025
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Sincerely,

COOLEY LLP

By: /s/ Christina T. Roupas
Christina T. Roupas

Cooley LLP 110 N. Wacker Drive, Suite 4200 Chicago, IL 60606
t: (312) 881-6500 f: (312) 881-6598 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 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
February 24, 2025

Calculation of Filing Fee Table

Form S-8
(Form Type)

TEMPUS AI, INC.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.0001 par value per share, 2024 Equity Incentive Plan	Other ⁽²⁾	2,871,134 ⁽³⁾	\$82.95 ⁽²⁾	\$238,160.565	0.00015310	\$36,462.39
Total Offering Amounts				—	\$238,160.565	—	\$36,462.39
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$36,462.39

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- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Class A common stock, \$0.0001 par value per share (“Class A Common Stock”), of Tempus AI, Inc. (the “Registrant”) that become issuable under the Registrant’s 2024 Equity Incentive Plan (the “2024 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s Class A Common Stock as reported on the Nasdaq Global Select Market on February 19, 2025.
- (3) Represents the automatic increase to the number of shares of the Registrant’s Class A Common Stock available for issuance under the 2024 Plan effective January 1, 2025, as provided for under the 2024 Plan. The 2024 Plan provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2024 Plan on January 1st of each year, commencing on January 1, 2025 and ending on (and including) January 1, 2034, in an amount equal to a number of shares of Class A Common Stock (the “Evergreen Increase”) such that the sum of (x) the remaining number of shares available under the 2024 Plan and (y) the Evergreen Increase is equal to 5% of the total number of shares of Class A Common Stock and Class B Common Stock outstanding on December 31 of the preceding year; provided, however, that the Registrant’s board of directors may act prior to January 1st of a given year to provide that the Evergreen Increase for such year will be a lesser number of shares of Class A Common Stock.