

**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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

<b>1. Name and Address of Reporting Person*</b> <u>LEFKOFSKY ERIC P</u> <hr/> (Last) (First) (Middle) C/O TEMPUS AI, INC. 600 WEST CHICAGO AVENUE, SUITE 510 <hr/> (Street) CHICAGO IL 60654 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Tempus AI, Inc. [ TEM ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (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
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 01/22/2025	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	
<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**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	01/22/2025		s <sup>(1)</sup>		30,609	D	\$47.78 <sup>(2)</sup>	6,948,243	D	
Class A Common Stock	01/22/2025		s <sup>(1)</sup>		101,967	D	\$49.06 <sup>(3)</sup>	6,846,276	D	
Class A Common Stock	01/22/2025		s <sup>(1)</sup>		238,699	D	\$49.84 <sup>(4)</sup>	6,607,577	D	
Class A Common Stock	01/22/2025		s <sup>(1)</sup>		60,587	D	\$50.7 <sup>(5)</sup>	6,546,990	D	
Class A Common Stock	01/22/2025		s <sup>(1)</sup>		41,747	D	\$51.82 <sup>(6)</sup>	6,505,243	D	
Class A Common Stock	01/22/2025		s <sup>(1)</sup>		2,600	D	\$52.46 <sup>(7)</sup>	6,502,643	D	
Class A Common Stock	01/23/2025		s <sup>(1)</sup>		24,677	D	\$48 <sup>(8)</sup>	6,477,966	D	
Class A Common Stock	01/23/2025		s <sup>(1)</sup>		61,987	D	\$48.57 <sup>(9)</sup>	6,415,979	D	
Class A Common Stock	01/23/2025		s <sup>(1)</sup>		377	D	\$49.29	6,415,602	D	
Class A Common Stock	01/23/2025		s <sup>(1)</sup>		47,110	D	\$51.83 <sup>(10)</sup>	6,368,492	D	
Class A Common Stock	01/23/2025		s <sup>(1)</sup>		365,467	D	\$52.79 <sup>(11)</sup>	6,003,025	D	
Class A Common Stock	01/23/2025		s <sup>(1)</sup>		145,450	D	\$53.36 <sup>(12)</sup>	5,857,575	D	
Class A Common Stock	01/23/2025		j <sup>(13)</sup>		75	A	\$0	75	I	By 346 Long LLC <sup>(13)</sup>
Class A Common Stock	01/24/2025		s <sup>(1)</sup>		71,333	D	\$53.26 <sup>(14)</sup>	5,786,242	D	
Class A Common Stock	01/24/2025		s <sup>(1)</sup>		11,355	D	\$53.84 <sup>(15)</sup>	5,774,887	D	
Class A Common Stock	01/24/2025		s <sup>(1)</sup>		3,100	D	\$54.75 <sup>(16)</sup>	5,771,787	D	
Class A Common Stock								9,557,283	I	By Gray Media, LLC <sup>(17)</sup>
Class A Common Stock								26,589,477	I	By Blue Media, LLC <sup>(17)</sup>
Class A Common Stock								4,952,973	I	By Innovation Group Investors, L.P. - 2011 Series <sup>(17)</sup>

**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								206	I	By Black Media, LLC <sup>(17)</sup>
Class A Common Stock								332,131	I	By Lefkofsky Family Foundation <sup>(17)</sup>
Class A Common Stock								248,631	I	By Lightbank Investments 1B, LLC <sup>(17)</sup>
Class A Common Stock								145,966	I	By Innovation Group Investors, L.P. - Series 1B <sup>(17)</sup>
Class A Common Stock								1,397,589	I	By Lightbank Global LLC <sup>(17)</sup>

**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:**

- Represents the number of shares required to be sold to cover the statutory tax withholding obligations in connection with the vesting of the restricted stock units. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of minimum statutory tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary sale by the Reporting Person.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.295 to \$48.28 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4), (5), (6), (7), (8), (9), (10), (11), (12), (14), (15) and (16).
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.38 to \$49.37 inclusive.
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- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.38 to \$52.28 inclusive.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.41 to \$52.535 inclusive.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.28 to \$48.27 inclusive.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.28 to \$49.23 inclusive.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.20 to \$52.19 inclusive.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.20 to \$53.195 inclusive.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.20 to \$54.03 inclusive.
- Represents a pro rata distribution without additional consideration, and not a purchase or sale of securities, by a limited partnership in which 346 Long LLC is a limited partner. The Reporting Person is a member of, and controls a limited liability company that is a member of, 346 Long LLC.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.63 to \$53.62 inclusive.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.65 to \$54.2866 inclusive.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.74 to \$54.76 inclusive.
- The Reporting Person is (i) the sole manager of each of Black Media, LLC, Blue Media, LLC, Gray Media, LLC, Lightbank Investments 1B, LLC, Lightbank Global LLC, (ii) the manager of the general partner of Innovation Group Investors, L.P. - 2011 Series and Innovation Group Investors, L.P. - Series 1B and (iii) a trustee of Lefkofsky Family Foundation.

/s/ Andrew Polovin, Attorney-  
in-Fact 01/24/2025

\*\* 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.

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