
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

Tempus AI, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

71535D106

(CUSIP Number)

01/17/2025

(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)

SCHEDULE 13G

CUSIP No. 71535D106

Names of Reporting Persons

1

Bradley A. Keywell

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

| | |
|--|---|
| | Sole Voting Power |
| 5 | 0.00 |
| Number of Shares Beneficially Owned by Each Reporting Person With: | Shared Voting Power |
| 6 | 12,848,971.00 |
| | Sole Dispositive Power |
| 7 | 0.00 |
| | Shared Dispositive Power |
| 8 | 12,848,971.00 |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person |
| | 12,848,971.00 |
| 10 | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) |
| | <input type="checkbox"/> |
| 11 | Percent of class represented by amount in row (9) |
| | 7.6 % |
| 12 | Type of Reporting Person (See Instructions) |
| | IN |

Comment for Type of Reporting Person: Mr. Keywell holds these shares indirectly through BK TL21 LLC ("BK"), a Delaware limited liability company of which he is the sole member and manager. As such, Mr. Keywell holds shared voting and dispositive power over the shares owned by BK. The percentage indicated is based on 167,989,074 shares of the issuer's Class A Common Stock, par value \$0.0001, outstanding as of March 25, 2025 as reported in the issuer's Definitive Proxy Statement ("DEF 14A") filed with the SEC on April 7, 2025.

SCHEDULE 13G

CUSIP No. 71535D106

| | |
|--|---|
| 1 | Names of Reporting Persons |
| | BK TL21 LLC |
| | Check the appropriate box if a member of a Group (see instructions) |
| 2 | <input type="checkbox"/> (a) |
| | <input type="checkbox"/> (b) |
| 3 | Sec Use Only |
| 4 | Citizenship or Place of Organization |
| | DELAWARE |
| | Sole Voting Power |
| 5 | 12,848,971.00 |
| Number of Shares Beneficially Owned by Each Reporting Person With: | Shared Voting Power |
| 6 | 0.00 |
| | Sole Dispositive Power |
| 7 | 12,848,971.00 |
| | Shared Dispositive Power |
| 8 | 0.00 |

9 Aggregate Amount Beneficially Owned by Each Reporting Person
12,848,971.00
Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

11 Percent of class represented by amount in row (9)
7.6 %

12 Type of Reporting Person (See Instructions)
CO

Comment for Type of Reporting Person: BK TL21 LLC ("BK"), a Delaware limited liability company, holds these shares directly, and as such, BK holds sole voting and dispositive power over the shares. The percentage is based on 167,989,074 shares of the issuer's Class A Common Stock, par value \$0.0001, outstanding as of March 25, 2025 as reported in the issuer's DEF 14A filed with the SEC on April 7, 2025.

SCHEDULE 13G

Item 1.

(a) Name of issuer:
Tempus AI, Inc.

(b) Address of issuer's principal executive offices:
600 West Chicago Avenue, Suite 510, Chicago, IL, 60654

Item 2.

(a) Name of person filing:
Bradley A. Keywell ("Mr. Keywell") and BK TL21 LLC ("BK"), each a "Reporting Person".

(b) Address or principal business office or, if none, residence:
Each Reporting Person's principal business address is: 4603 Franklin Pike Nashville, TN 37220

(c) Citizenship:
Mr. Keywell is a US citizen and BK is a Delaware limited liability company.

(d) Title of class of securities:
Class A Common Stock, par value \$0.0001 per share

(e) CUSIP No.:
71535D106

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

- Item 4. Ownership
Amount beneficially owned:
- (a) 12,848,971 shares of Class A Common Stock, par value \$0.0001.
Percent of class:
- (b) 7.6% %
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
Mr. Keywell - 0.00 BK - 12,848,971
- (ii) Shared power to vote or to direct the vote:
Mr. Keywell - 12,848,971 BK - 0.00
- (iii) Sole power to dispose or to direct the disposition of:
Mr. Keywell - 0.00 BK - 12,848,971
- (iv) Shared power to dispose or to direct the disposition of:
Mr. Keywell - 12,848,971 BK - 0.00

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 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 or Control Person.
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. Certifications:
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.

Bradley A. Keywell

Signature: /s/Bradley A. Keywell

Name/Title: Bradley A. Keywell

Date: 05/15/2025

BK TL21 LLC

Signature: /s/Bradley A. Keywell

Name/Title: Manager

Date: 05/15/2025