
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, \$0.0001 par value per share

(Title of Class of Securities)

71535D106

(CUSIP Number)

12/31/2024

(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

Red Sky Ventures LLC

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

DELAWARE

		Sole Voting Power
	5	
		0.00
Number of Shares Beneficially Owned by Each Reporting Person With:		Shared Voting Power
	6	
		11,555,858.00
		Sole Dispositive Power
	7	
		0.00
		Shared Dispositive Power
	8	
		11,555,858.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person
		11,555,858.00
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)
		OO

Comment for Type of Reporting Person: Limited Liability Company

SCHEDULE 13G

CUSIP No. 71535D106

1		Names of Reporting Persons
		Kimberly Jo Keywell
		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
		UNITED STATES
		Sole Voting Power
	5	
		0.00
Number of Shares Beneficially Owned by Each Reporting Person With:		Shared Voting Power
	6	
		11,555,858.00
		Sole Dispositive Power
	7	
		0.00
		Shared Dispositive Power
	8	
		11,555,858.00
9		Aggregate Amount Beneficially Owned by Each Reporting Person
		11,555,858.00
10		Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)



Percent of class represented by amount in row (9)

11

7.6 %

Type of Reporting Person (See Instructions)

12

IN

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

Tempus AI, Inc.

Address of issuer's principal executive offices:

(b)

600 West Chicago Avenue, Suite 510, Chicago, IL, 60654

Item 2.

Name of person filing:

(a)

Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of: Red Sky Ventures LLC ("Red Sky") Kimberly Jo Keywell
Address or principal business office or, if none, residence:

(b)

The principal business address of each of the Reporting Persons is 1001 Green Bay Road, Suite 146, Winnetka, IL 60093.

Citizenship:

(c)

Red Sky is organized under the laws of the state of Delaware. Ms. Keywell is a citizen of the United States.

Title of class of securities:

(d)

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

CUSIP No.:

(e)

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);
- 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:
- (j)
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

The information contained on the cover pages to this Schedule 13G is incorporated by reference into this Item 4. The ownership information presented herein represents beneficial ownership of shares of Class A Common Stock as of January 25, 2025, based upon 152,401,894 shares of Class A Common Stock outstanding as of November 4, 2024, as disclosed in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on

November 4, 2024. Red Sky is the record holder of the shares of Class A Common Stock reported herein. Ms. Keywell is the sole member and manager of Red Sky. As a result, Ms. Keywell may be deemed to share beneficial ownership of the shares of Class A Common Stock directly held by Red Sky.

Percent of class:

(b) Red Sky Ventures LLC: 7.6% Kimberly Jo Keywell: 7.6% %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Red Sky Ventures LLC: 0 Kimberly Jo Keywell: 0

(ii) Shared power to vote or to direct the vote:

Red Sky Ventures LLC: 11,555,858 Kimberly Jo Keywell: 11,555,858

(iii) Sole power to dispose or to direct the disposition of:

Red Sky Ventures LLC: 0 Kimberly Jo Keywell: 0

(iv) Shared power to dispose or to direct the disposition of:

Red Sky Ventures LLC: 11,555,858 Kimberly Jo Keywell: 11,555,858

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.

Red Sky Ventures LLC

Signature: /s/ Kimberly Jo Keywell

Name/Title: Kimberly Jo Keywell, President

Date: 02/12/2025

Kimberly Jo Keywell

Signature: /s/ Kimberly Jo Keywell

Name/Title: Kimberly Jo Keywell

Date: 02/12/2025

Exhibit Information

99: Joint Filing Agreement (previously filed).

<https://www.sec.gov/Archives/edgar/data/1717115/000149315224044781/ex99.htm>