

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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.

1. Name and Address of Reporting Person* Phelps Erik			2. Issuer Name and Ticker or Trading Symbol Tempus AI, Inc. [TEM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & Chief Admin & Legal Off			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2025						
C/O TEMPUS AI, INC. 600 WEST CHICAGO AVENUE, SUITE 510			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
CHICAGO	IL		60654						

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	02/18/2025		S ⁽¹⁾		4,400	D	\$79.63 ⁽²⁾	210,262	D	
Class A Common Stock	02/18/2025		S ⁽¹⁾		17,185	D	\$80.58 ⁽³⁾	193,077	D	
Class A Common Stock	02/18/2025		S ⁽¹⁾		14,160	D	\$81.76 ⁽⁴⁾	178,917	D	
Class A Common Stock	02/18/2025		S ⁽¹⁾		9,805	D	\$82.46 ⁽⁵⁾	169,112	D	
Class A Common Stock	02/18/2025		S ⁽¹⁾		6,932	D	\$83.62 ⁽⁶⁾	162,180	D	
Class A Common Stock	02/18/2025		S ⁽¹⁾		2,900	D	\$84.67 ⁽⁷⁾	159,280	D	
Class A Common Stock	02/18/2025		S ⁽¹⁾		2,000	D	\$85.6 ⁽⁸⁾	157,280	D	
Class A Common Stock	02/18/2025		S ⁽¹⁾		600	D	\$86.36 ⁽⁹⁾	156,680	D	
Class A Common Stock	02/18/2025		S ⁽¹⁾		600	D	\$87.58 ⁽¹⁰⁾	156,080	D	
Class A Common Stock	02/18/2025		S ⁽¹⁾		1,900	D	\$89.63 ⁽¹¹⁾	154,180	D	
Class A Common Stock	02/18/2025		S ⁽¹⁾		1,100	D	\$90.58 ⁽¹²⁾	153,080	D	
Class A Common Stock	02/19/2025		S ⁽¹³⁾		828	D	\$81.83 ⁽¹⁴⁾	152,252	D	
Class A Common Stock	02/19/2025		S ⁽¹³⁾		75	D	\$82.36 ⁽¹⁵⁾	152,177	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		Date Exercisable	Expiration Date					

Explanation of Responses:

- This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 6, 2024.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$79.05 to \$80.04 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) and (15).
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.06 to \$81.05 inclusive.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.07 to \$82.04 inclusive.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.07 to \$83.04 inclusive.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.16 to \$84.15 inclusive.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.17 to \$85.15 inclusive.

8. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.19 to \$86.14 inclusive.
9. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.22 to \$86.41 inclusive.
10. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.46 to \$87.65 inclusive.
11. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.32 to \$89.85 inclusive.
12. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.33 to \$91.01 inclusive.
13. 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.
14. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.1302 to \$82.13 inclusive.
15. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.14 to \$82.51 inclusive.

/s/ Andrew Polovin, Attorney-
in-Fact 02/20/2025

** 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.

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.