

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>LEFKOFSKY ERIC P</u> (Last) (First) (Middle) C/O TEMPUS AI, INC. 600 WEST CHICAGO AVENUE, SUITE 510 (Street) CHICAGO IL 60654 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tempus AI, Inc. [TEM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO and Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 06/17/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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	06/17/2024		C		2,133,583	A	(1)	2,133,583	I	By Tempus Series D Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		A ⁽³⁾		12,409	A	\$0	2,145,992	I	By Tempus Series D Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁴⁾		2,145,992	D	\$0	0	I	By Tempus Series D Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁴⁾		1,534,384	A	\$0	27,408,669	I	By Blue Media, LLC ⁽²⁾
Class A Common Stock	06/17/2024		C		406,090	A	(1)	3,884,839	I	By Innovation Group Investors, L.P. - 2011 Series ⁽⁵⁾
Class A Common Stock	06/17/2024		C		248,512	A	(1)	248,512	I	By Tempus Series E Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		A ⁽³⁾		45,396	A	\$0	293,908	I	By Tempus Series E Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁶⁾		293,908	D	\$0	0	I	By Tempus Series E Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		C		321,008	A	(1)	321,008	I	By Tempus Series G Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		A ⁽³⁾		39,105	A	\$0	360,113	I	By Tempus Series G Investments, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁷⁾		360,113	D	\$0	0	I	By Tempus Series G Investments, LLC ⁽²⁾

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	06/17/2024		J ⁽⁷⁾		19,792	A	\$0	27,428,461	I	By Blue Media, LLC ⁽²⁾
Class A Common Stock	06/17/2024		J ⁽⁷⁾		332,131	A	\$0	332,131	I	By Lefkofsky Family Foundation ⁽²⁾
Class A Common Stock	06/17/2024		C		99,255	A	(1)	3,984,094	I	By Innovation Group Investors, L.P. - 2011 Series ⁽²⁾
Class A Common Stock	06/17/2024		C		180,329	A	(1)	27,608,790	I	By Blue Media, LLC ⁽²⁾
Class A Common Stock	06/17/2024		A ⁽³⁾		206	A	\$0	206	I	By Black Media, LLC ⁽²⁾
Class A Common Stock	06/17/2024		A ⁽³⁾		10,768	A	\$0	27,619,558	I	By Blue Media, LLC ⁽²⁾
Class A Common Stock	06/17/2024		A ⁽³⁾		76,453	A	\$0	4,060,547	I	By Innovation Group Investors, L.P. - 2011 Series ⁽⁵⁾
Class A Common Stock								6,978,852	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D Preferred Stock	(1)	06/17/2024		C		2,133,583	(1)	(1)		Class A Common Stock	2,133,583	\$0	0	I	By Tempus Series D Investments, LLC ⁽²⁾
Series D Preferred Stock	(1)	06/17/2024		C		406,090	(1)	(1)		Class A Common Stock	406,090	\$0	0	I	By Innovation Group Investors, L.P. - 2011 Series ⁽⁵⁾
Series E Preferred Stock	(1)	06/17/2024		C		248,512	(1)	(1)		Class A Common Stock	248,512	\$0	0	I	By Tempus Series E Investments, LLC ⁽²⁾
Series G Preferred Stock	(1)	06/17/2024		C		321,008	(1)	(1)		Class A Common Stock	321,008	\$0	0	I	By Tempus Series G Investments, LLC ⁽²⁾
Series G Preferred Stock	(1)	06/17/2024		C		99,255	(1)	(1)		Class A Common Stock	99,255	\$0	0	I	By Innovation Group Investors, L.P. - 2011 Series ⁽⁵⁾
Series G-3 Preferred Stock	(1)	06/17/2024		C		98,964	(1)	(1)		Class A Common Stock	180,329	\$0	0	I	By Blue Media, LLC ⁽²⁾

1. Name and Address of Reporting Person *

LEFKOFSKY ERIC P

(Last) (First) (Middle)

C/O TEMPUS AI, INC.

600 WEST CHICAGO AVENUE, SUITE 510

(Street)

CHICAGO IL 60654

(City) (State) (Zip)

1. Name and Address of Reporting Person *

Blue Media, LLC

(Last) (First) (Middle)

C/O TEMPUS AI, INC.

600 WEST CHICAGO AVENUE, SUITE 510

(Street)

CHICAGO IL 60654

(City) (State) (Zip)

Explanation of Responses:

1. Each share of Series D Preferred Stock, Series E Preferred Stock, Series G Preferred Stock and Series G-3 Preferred Stock was convertible at any time, at the holder's election, into Class A Common Stock and had no expiration date. These shares automatically converted into shares of Class A Common Stock upon the closing of the Issuer's initial public offering on a one-for-one basis, other than the Series G-3 Preferred Stock, each share of which converted into approximately 1.82 shares of Class A Common Stock.
2. The Reporting Person is the sole manager of each of Blue Media, LLC, Black Media, LLC, Tempus Series D Investments, LLC, Tempus Series E Investments, LLC and Tempus Series G Investments, LLC and trustee of Lefkofsky Family Foundation.
3. On June 17, 2024, in connection with the conversion of preferred stock upon the closing of the Issuer's initial public offering, the Issuer paid accrued and unpaid dividends on such shares of preferred stock in shares of Class A Common Stock. The issuance of shares qualifies for the exemption from Section 16 of the Securities Exchange Act pursuant to Rules 16b-3 and 16a-9.
4. Represents a pro rata distribution, and not a purchase or sale of securities, by Tempus Series D Investments, LLC to its members, one of which is Blue Media, LLC, without additional consideration.
5. The Reporting Person is the manager of the general partner of Innovation Group Investors, L.P. - 2011 Series and Innovation Group Investors, L.P. - Series 1B.
6. Represents a pro rata distribution, and not a purchase or sale of securities, by Tempus Series E Investments, LLC to its members without additional consideration.
7. Represents a pro rata distribution, and not a purchase or sale of securities, by Tempus Series G Investments, LLC to its members, including Blue Media, LLC and Lefkofsky Family Foundation, without additional consideration.

Remarks:

Due to the 30 line limitation in Table I, this report is being filed across two forms. This is the second of two filings.

/s/ Erik Phelps, Attorney-in-Fact 06/20/2024

** 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.