FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

LLC(2)

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 Addre		rson <sup>*</sup>			suer Name <b>and</b> Tick <u>npus AI, Inc.</u>			g Symbol			Relationship of Repo heck all applicable)  Director	_	o Issuer 0% Owner				
(Last) (First) (Middle) C/O TEMPUS AI, INC.					ate of Earliest Trans	saction (	(Month	h/Day/Year)		Officer (give title Other (state below)  CEO and Chairman							
600 WEST CHI	ICAGO AVENU	E, SUITE 510	)	4. If	Amendment, Date o	of Origin	nal File	ed (Month/Day/\	⁄ear)		Individual or Joint/Gr						
(Street) CHICAGO IL 60654										Form filed by One Reporting Person  Form filed by More than One Reporting Persor							
(City) (State) (Zip)				Rule 10b5-1(c) Transaction Indication													
				Check this box to indi affirmative defense co						ct, instruction or written	plan that is intend	led to satisfy the					
		Table I - I	Non-Deriv	ative	Securities Ad	quire	d, D	isposed of,	or Be	neficiall	y Owned						
1. Title of Security (Instr. 3)			2. Transacti Date (Month/Day		Execution Date,		iction Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 8			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
						Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)				
Class A Commo	n Stock		06/17/20	024		С		2,133,583	A	(1)	2,133,583	I	By Tempus Series D Investments, LLC <sup>(2)</sup>				
Class A Commo	n Stock		06/17/20	024		A <sup>(3)</sup>		12,409	A	\$0	2,145,992	I	By Tempus Series D Investments, LLC <sup>(2)</sup>				
Class A Commo	n Stock		06/17/20	024		J <sup>(4)</sup>		2,145,992	D	\$0	0	I	By Tempus Series D Investments, LLC <sup>(2)</sup>				
Class A Commo	n Stock		06/17/20	024		J <sup>(4)</sup>		1,534,384	A	\$0	27,408,669	I	By Blue Media, LLC <sup>(2)</sup>				
Class A Commo	n Stock		06/17/20	024		С		406,090	A	(1)	3,884,839	I	By Innovation Group Investors, L.P 2011 Series <sup>(5)</sup>				
Class A Commo	n Stock		06/17/20	024		С		248,512	A	(1)	248,512	I	By Tempus Series E Investments, LLC <sup>(2)</sup>				
Class A Commo	n Stock		06/17/20	024		A <sup>(3)</sup>		45,396	A	\$0	293,908	I	By Tempus Series E Investments, LLC <sup>(2)</sup>				
Class A Commo	n Stock		06/17/20	024		J <sup>(6)</sup>		293,908	D	\$0	0	I	By Tempus Series E Investments, LLC <sup>(2)</sup>				
Class A Commo	n Stock		06/17/20	024		С		321,008	A	(1)	321,008	I	By Tempus Series G Investments, LLC <sup>(2)</sup>				
Class A Commo	n Stock		06/17/20	024		A <sup>(3)</sup>		39,105	A	\$0	360,113	I	By Tempus Series G Investments, LLC <sup>(2)</sup>				
Class A Commo	n Stock		06/17/20	024		<b>J</b> <sup>(7)</sup>		360,113	D	\$0	0	I	By Tempus Series G				

			lable I - r	Non-D	eriva	itive	Seci	urities A	quire	ea, D	isposed	of, or Be	neficially	Owned					
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		ear)	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		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	Transaction(s (Instr. 3 and 4	s) 1)				
Class A	Common St	ock		06/	17/202	24			J <sup>(7)</sup>		19,792	A	\$0	27,428,4	61	I		By B Medi LLC	ia,
Class A	Common St	ock		06/1	17/202	24			J <sup>(7)</sup>		332,131	A A	\$0	332,13	1	I		By Lefko Fami Foun	
Class A	Common St	ock		06/1	17/202	24			С		99,255	A	(1)	3,984,09	94	I		Grou	stors, - 2011
Class A Common Stock				06/17/2024					С		180,329	) A	(1)	27,608,7	'90	I		By B Medi LLC	ia,
Class A Common Stock				06/17/2024					A <sup>(3)</sup>		206	A	\$0	206		I		By B Medi LLC	ia,
Class A	Common St	ock		06/17/2024					A <sup>(3)</sup>		10,768	A	\$0	27,619,5	58	I		By B Medi LLC	ia,
Class A Common Stock				06/17/2024		24			A <sup>(3)</sup>		76,453	A	\$0	4,060,54	47	I		Grou	stors, - 2011
Class A	Common St	ock				$\dashv$								6,978,85	52	D			
			Table I								sposed of			Owned					
									49	ione	, convert	ible coci	:4:\						
				(e.	g., pu	ıts, c	alls,	warrant	s, opti	10115	, 00117011	ible sect	urities)						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	d Date,	4.	action	5. N Der Sec Acq or D (D)	umber of ivative urities juired (A) Disposed of (Instr. 3, 4		Exerc	cisable and	7. Title and	d Amount of Underlying Security	8. Price of Derivative Security (Instr. 5)	deriva Secua Bene Owne Follo	ative rities ficially ed wing	10. Owner Form: Direct or Indi	ship (D) rect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deeme Execution if any	d Date,	4. Transa	action	5. N Der Sec Acq or D	umber of ivative urities juired (A) Disposed of (Instr. 3, 4	6. Date Expirat	Exerction Da h/Day/\	cisable and	7. Title and Securities Derivative	d Amount of Underlying Security	Derivative Security	deriva Secur Bene Owne Follor Repo	ative rities ficially ed wing rited saction(s)	Owner Form: Direct or Indi	ship (D) rect	of Indirect Beneficial Ownership
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	3A. Deeme Execution if any	d Date,	4. Transa Code 8)	action (Instr.	5. N Der Sec Acq or D (D)	umber of ivative urities uired (A) disposed of (Instr. 3, 4 5)	6. Date Expirat (Month	Exercition Dd	cisable and ate //ear)	7. Title and Securities Derivative (Instr. 3 and Title	d Amount of Underlying Security id 4)	Derivative Security (Instr. 5)	deriva Secur Bene Owne Follor Repo Trans	ative rities ficially ed wing rited saction(s)	Owner Form: Direct or Indi	(D) rect tr. 4)	of Indirect Beneficial Ownershig (Instr. 4)  By Tempus Series D Investment
Series D Preferred Series D Preferred	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	3A. Deeme Execution if any	d Date,	4. Transic Code 8)	action (Instr.	5. N Der Sec Acq or D (D)	umber of ivative urities uired (A) bisposed of (Instr. 3, 4 5)	6. Date Expirat (Month	Exercition Da	Expiration	7. Title and Securities Derivative (Instr. 3 and Title	Amount of Underlying Security id 4)	Derivative Security (Instr. 5)	deriva Secur Bene Owne Follor Repo Trans	ative rities ficially sd wing rted action(s) : 4)	Owner Form: Direct or Indi (I) (Inst	(D) (D) (P) (D) (D) (D) (D) (D) (D) (D) (D) (D) (D	By Tempus Series D Investment LLC <sup>(2)</sup> By
Derivative Security	Conversion or Exercise Price of Price of Derivative Security	Date (Month/Day/Year)	3A. Deeme Execution if any	d Date,	4. Transic Code 8)	action (Instr.	5. N Der Sec Acq or D (D)	umber of ivative urities upined (A) bisposed of (Instr. 3, 4 5) (D)	6. Date Expirat (Month	Exercition Da	Expiration Date	7. Title and Securities Derivative (Instr. 3 and Title Class A Common Stock	Amount of Underlying Security id 4)  Amount or Number of Shares	Derivative Security (Instr. 5)	deriva Secur Bene Owne Follor Repo Trans	ative rities ficially sd wing rted saction(s) : 4)	Owner Form: Direct or Indi (I) (Inst	(D) (D) (Fig. 1) (D) (D) (D) (D) (D) (D) (D) (D) (D) (D	By Tempus Series D Investment LLC <sup>(2)</sup> By Innovation Group Investors, L.P 2011
Series D Preferred Stock Series E Preferred	Conversion or Exercise Price of Price of Derivative Security	Date (Month/Day/Year) 06/17/2024	3A. Deeme Execution if any	d Date,	4. Transic Code 8)	action (Instr.	5. N Der Sec Acq or D (D)	umber of ivative urities upined (A) oisposed of (Instr. 3, 4 5) (D) (D)	6. Date Expirat (Month	Exercition Day/N	Expiration Date	7. Title and Securities Derivative (Instr. 3 and Title Securities Class A Common Stock Class A Common	Amount of Underlying Security id 4)  Amount or Number of Shares  2,133,583	Derivative Security (Instr. 5)	deriva Secur Bene Owne Follor Repo Trans	ative rities ficially ad wing rted saction(s) : 4)	Owner Form: Direct or Indii (I) (Inst	(D) (D) (P) (D) (D) (D) (D) (D) (D) (D) (D) (D) (D	By Tempus Series D Investment LLC <sup>(2)</sup> By Innovation Group Investors, L.P 2011 Series (5) By Tempus Series E Investment
Series D Preferred Stock Series E Preferred Stock Series G Preferred	Conversion or Exercise Price of Derivative Security  (1)	Date (Month/Day/Year) 06/17/2024 06/17/2024	3A. Deeme Execution if any	d Date,	Code C C C	action (Instr.	5. N Der Sec Acq or D (D)	umber of ivative urities ultime (A) bisposed of (Instr. 3, 4 5) (D) (D)	G. Date Expirat (Month	sable	Expiration Date	7. Title and Securities Derivative (Instr. 3 and Instrument of Instrumen	Amount of Underlying Security id 4)  Amount or Number of Shares  2,133,583  406,090	Derivative Security (Instr. 5)	deriva Secur Bene Owne Follor Repo Trans	ative rities ficially ad wing rted saction(s) . 4)	Owner Form: Direct or Indii (I) (Inst	(D) rect tr. 4)	By Tempus Series D Investments LLC <sup>(2)</sup> By Tempus Series E Investments LLC <sup>(2)</sup> By Tempus Series E Investments LLC <sup>(2)</sup> By Tempus Series G Investments

1. Name and Addre	ess of Reporting Persor YERICP	*	
(Last)	(First)	(Middle)	
C/O TEMPUS	AI, INC.		
600 WEST CH	ICAGO AVENUE,	SUITE 510	
(Street)			
CHICAGO	IL	60654	
(City)	(State)	(Zip)	
1. Name and Address	ess of Reporting Persor	*	
(Last)	(First)	(Middle)	
(Last) C/O TEMPUS	` ,	(Middle)	
C/O TEMPUS	` ,	,	
C/O TEMPUS	AI, INC.	,	
C/O TEMPUS 600 WEST CH	AI, INC.	,	

## **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 appoximately 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.

- $^{\star}$  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.