

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Olivier Thomas</u>			2. Issuer Name and Ticker or Trading Symbol <u>iLearningEngines, Inc. [AILE]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/08/2023</u>					
C/O ILEARNINGENGINES, INC. 6701 DEMOCRACY BLVD., SUITE 300			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 Form filed by More than One Reporting Person		
(Street) BETHESDA MD 20817			Rule 10b5-1(c) Transaction Indication					
(City) (State) (Zip)			<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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/16/2024		C		7,027,500	A	(1)	7,027,500	I	By Arrowroot Acquisition LLC ⁽²⁾
Common Stock	04/16/2024		D ⁽³⁾		400,000	D	\$0 ⁽³⁾	6,627,500	I	By Arrowroot Acquisition LLC ⁽²⁾
Common Stock	04/16/2024		A ⁽⁴⁾		460,384	A	\$10 ⁽⁴⁾	7,087,884	I	By Arrowroot Acquisition LLC ⁽²⁾
Common Stock	04/16/2024		D ⁽⁵⁾		82,091	D	\$0 ⁽⁵⁾	7,005,793	I	By Arrowroot Acquisition LLC ⁽²⁾

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
Class B Common Stock	(1)	05/08/2023		S		40,000		(1)	(1)	Common Stock	40,000	\$0.0042	7,027,500	I	By Arrowroot Acquisition LLC ⁽²⁾
Class B Common Stock	(1)	04/16/2024		C		7,027,500		(1)	(1)	Common Stock	7,027,500	(1)	0	I	By Arrowroot Acquisition LLC ⁽²⁾

Explanation of Responses:

- On April 16, 2024 pursuant to the Agreement and Plan of Merger and Reorganization, dated as of April 27, 2023 (the "Merger Agreement"), by and among the Issuer, ARAC Merger Sub, Inc., a wholly-owned subsidiary of the Issuer ("Merger Sub") and iLearningEngines Holdings, Inc. ("Legacy iLearningEngines"), Merger Sub merged with and into Legacy iLearningEngines with the separate corporate existence of Merger Sub ceasing and Legacy iLearningEngines continuing as the surviving corporation and a wholly-owned subsidiary of Issuer (the "Merger"). Prior to the effective time of the Merger, pursuant to the Issuer's amended and restated certificate of incorporation, each outstanding share of the Issuer's Class A Common Stock and Class B Common Stock was reclassified as a single share of the Issuer's Common Stock.
- The securities reported herein are held by Arrowroot Acquisition LLC (the "Sponsor"). The Reporting Person is a manager of the Sponsor, and as such has voting and investment discretion with respect to the securities held by the Sponsor and may be deemed to have beneficial ownership of the securities held directly by the Sponsor. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- Immediately prior to the closing of the Merger, pursuant to a Sponsor Forfeiture Agreement dated March 27, 2024, 400,000 shares of Common Stock were forfeited to the Issuer for no consideration.
- Shares issued at the effective time of the Merger upon conversion of principal amount of, and accrued interest on, working capital loans provided to the Issuer by the Sponsor, at the conversion price of \$10.00 per share.
- Pursuant to a non-redemption agreement with a third party, 82,901 shares of Common Stock were forfeited to the Issuer for no consideration following the closing of the Merger.

By /s/ David Samuels, Attorney-in-Fact 04/18/2024

** 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.

POWER OF ATTORNEY

(For Executing Forms 3, 4 and 5)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Harish Chidambaran, Sayyed Farhan Naqvi and David Samuels of iLearningEngines, Inc. (the "**Company**"), signing individually, the undersigned's true and lawful attorneys-in-fact and agents to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "**SEC**") Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules thereunder in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company;

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute Forms 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorneyinfect full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneyinfect, or such attorneyinfect's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: 1/23/24

/s/ Thomas Olivier

Name: Thomas Olivier