

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>ARROWROOT ACQUISITION LLC</u> (Last) (First) (Middle) 4553 GLENCOE AVE, SUITE 200 (Street) MARINA DEL CA 90292 REY (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LearningEngines, Inc.</u> [<u>AILE</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) 05/08/2023		
	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	
	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			
Common Stock	04/16/2024		C		7,027,500	A	(1)	7,027,500	D ⁽²⁾	
Common Stock	04/16/2024		D ⁽³⁾		400,000	D	\$0 ⁽³⁾	6,627,500	D ⁽²⁾	
Common Stock	04/16/2024		A ⁽⁴⁾		460,384	A	\$10 ⁽⁴⁾	7,087,884	D ⁽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	Amount or Number of Shares				
Class B Common Stock	(1)	05/08/2023		S			40,000	(1)	(1)	Common Stock	40,000	\$0.0042	7,027,500	D ⁽²⁾	
Class B Common Stock	(1)	04/16/2024		C			7,027,500	(1)	(1)	Common Stock	7,027,500	(1)	0	D ⁽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.
- Matthew Safaii and Thomas Olivier control the Reporting Person, and as such have voting and investment discretion with respect to the securities held by the Reporting Person and may be deemed to have beneficial ownership of the securities held directly by the Reporting Person.
- 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 Reporting Person, at the conversion price of \$10.00 per share.

/s/ Peter Byrne, 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.

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.