

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>Chidambaran Harish</u> <hr/> (Last) (First) (Middle) C/O ILEARNINGENGINES, INC. 6701 DEMOCRACY BLVD., SUITE 300 <hr/> (Street) BETHESDA MD 20817 <hr/> (City) (State) (Zip)			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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>		
			3. Date of Earliest Transaction (Month/Day/Year) 04/16/2024			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		
			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			
Common Stock	04/16/2024		A		77,964,895 <sup>(1)(2)</sup>	A	(3)	77,964,895	D	
Common Stock	04/16/2024		A		18,799,432 <sup>(1)(4)</sup>	A	(5)	18,799,432	I	By Spouse <sup>(6)</sup>

**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					

**Explanation of Responses:**

- Received pursuant to the Agreement and Plan of Merger and Reorganization, dated as of April 27, 2023, by and among the Issuer, ARAC Merger Sub, Inc., a wholly-owned subsidiary of the Issuer ("Merger Sub") and iLearningEngines Holdings, Inc. ("Legacy iLearningEngines"), whereby 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").
- Includes 27,590,898 shares of restricted stock which vest in 10 equal annual installments beginning on April 16, 2025. Under the terms of the relevant restricted stock purchase agreement, the relevant reported shares of restricted stock may not be transferred without the consent of the Issuer and are subject to a repurchase right in favor of the Issuer.
- Received in exchange for 62,487,282 shares of Common Stock and 34,225,600 shares of Restricted Common Stock of Legacy iLearningEngines in connection with the Merger (as described in footnote 1).
- Includes 4,561,014 shares of restricted stock which vest in 10 equal annual installments beginning on April 16, 2025. Under the terms of the relevant restricted stock purchase agreement, the relevant reported shares of restricted stock may not be transferred without the consent of the Issuer and are subject to a repurchase right in favor of the Issuer.
- Received in exchange for 17,662,288 shares of Common Stock and 5,657,788 shares of Restricted Common Stock of Legacy iLearningEngines in connection with the Merger (as described in footnote 1).
- The securities are held by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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.

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.