

COREWEAVE, INC.
Reported by
INTRATOR MICHAEL N

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/02/25 for the Period Ending 11/14/24

Address 290 W. MT. PLEASANT AVENUE, SUITE 4100
 LIVINGSTON, NJ, 07039
Telephone (973) 270-9737
CIK 0001769628
Symbol CRWV
SIC Code 7372 - Services-Prepackaged Software
Industry IT Services & Consulting
Sector Technology
Fiscal Year 12/31

FORM 4

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

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.

OMB APPROVAL
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 [*]			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Intrator Michael N			CoreWeave, Inc. [CRWV]					<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
C/O COREWEAVE, INC., 290 WEST MT. PLEASANT AVENUE, SUITE 4100			11/14/2024					CEO and President		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)					6. Individual or Joint/Group Filing (Check Applicable Line)		
LIVINGSTON, NJ 07039								<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/31/2025		C		4,000,000	A	(1)	4,000,000	D	
Class A Common Stock	3/31/2025		C		1,613,580	A	(1)	5,613,580	D	
Class A Common Stock	3/31/2025		C		1,458,680	A	(1)	7,072,260	D	
Class A Common Stock	11/14/2024 (2) (2)		C		212,760	A	(2)	212,760	D	
Class A Common Stock	11/14/2024 (2) (2)		C		212,760	A	(2)	212,760	I	By Spouse (4)
Class A Common Stock	11/14/2024 (2) (2)		C		425,700	A	(2)	425,700	I	Omnadora Capital LLC (2)
Class A Common Stock	11/14/2024 (2) (2)		C		212,760	A	(2)	212,760	I	Silver Thimble Resulting Trust (2)
Class A Common Stock	11/14/2024 (2) (2)		S		212,760	D	\$47	0	D	
Class A Common Stock	11/14/2024 (2) (2)		S		212,760	D	\$47	0	I	By Spouse (4)
Class A Common Stock	11/14/2024 (2) (2)		S		425,700	D	\$47	0	I	Omnadora Capital LLC (2)
Class A Common Stock	11/14/2024 (2) (2)		S		212,760	D	\$47	0	I	Silver Thimble Resulting Trust (2)
Class A Common Stock	2/14/2025 (2)		C		13,680	A	(2)	13,680	D	
Class A Common Stock	2/14/2025 (2) (8)		G		13,680	D	\$0	0	D	
Class A Common Stock	2/23/2025 (2)		C		380	A	(2)	380	D	
Class A Common Stock	2/23/2025 (2) (8)		G		380	D	\$0	0	D	
Class A Common Stock	2/23/2025 (2)		C		16,720	A	(2)	16,720	I	By Spouse (4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	0	I	By Spouse (4)		
Class A Common Stock	2/23/2025 (2) (8)		G		16,720	D	\$0			0	I	By Spouse (4)
Class A Common Stock	2/24/2025 (2)		C		5,320	A	(1)			5,320	I	By Spouse (4)
Class A Common Stock	2/24/2025 (2) (8)		G		5,320	D	\$0			0	I	By Spouse (4)

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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 Seed Preferred Stock	(1)	3/31/2025		C	4,000,000	(1)	(1)			Class A Common Stock	4,000,000	(1)	0	D
Series A Preferred	(1)	3/31/2025		C	1,613,580	(1)	(1)			Class A Common Stock	1,613,580	(1)	0	D
Series B-1 Preferred	(1)	3/31/2025		C	1,458,680	(1)	(1)			Class A Common Stock	1,458,680	(1)	0	D
Class B Common Stock	(2)	11/14/2024 (2)		C	212,760	(2)	(2)			Class A Common Stock	212,760	(2)	22,117,580	D
Class B Common Stock	(2)	11/14/2024 (2)		C	212,760	(2)	(2)			Class A Common Stock	212,760	(2)	387,240	I
Class B Common Stock	(2)	11/14/2024 (2)		C	425,700	(2)	(2)			Class A Common Stock	425,700	(2)	25,649,280	I
Class B Common Stock	(2)	11/14/2024 (2)		C	212,760	(2)	(2)			Class A Common Stock	212,760	(2)	7,240	I
Class B Common Stock	(2)	2/14/2025 (2)		C	13,680	(2)	(2)			Class A Common Stock	13,680	(2)	22,103,900	D
Class B Common Stock	(2)	2/23/2025 (2)		C	380	(2)	(2)			Class A Common Stock	380	(2)	22,103,520	D
Class B Common Stock	(2)	2/23/2025 (2)		C	16,720	(2)	(2)			Class A Common Stock	16,720	(2)	370,520	I
Class B Common Stock	(2)	2/24/2025 (2)		C	5,320	(2)	(2)			Class A Common Stock	5,320	(2)	365,200	I
Restricted Stock Units	(2)	3/13/2025 (2) (10)		A	495,640	(11)	(12)			Class A Common Stock	495,640	\$0	495,640	D
Class B Common Stock	(2)					(2)	(2)			Class A Common Stock	30,000		30,000	I
Class B Common Stock	(2)					(2)	(2)			Class A Common Stock	4,576,000		4,576,000	I
Class B Common Stock	(2)					(2)	(2)			Class A Common Stock	2,290,320		2,290,320	I
Class B Common Stock	(2)					(2)	(2)			Class A Common Stock	2,290,320		2,290,320	I

Explanation of Responses:

- Pursuant to the Issuer's Amended and Restated Certificate of Incorporation, upon closing of the Issuer's initial public offering (the "IPO") of its Class A Common Stock, each share of Series Seed Convertible Preferred Stock, Series A Convertible Preferred Stock, and Series B-1 Convertible Preferred Stock automatically converted into shares of Class A Common Stock at a ratio of 1-for-1. The securities have no expiration date.
- The transaction occurred prior to the Issuer's registration of a class of equity securities under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in connection with the Issuer's IPO, and the transaction is reported herein pursuant to Rule 16a-2(a). All numbers of shares and prices set forth in this Form 4 have been adjusted to reflect a one for twenty forward stock split of all classes of the Issuer's capital stock effected on March 14, 2024.

2025.

(3) Each share of Class B Common Stock is convertible into one share of the Issuer's Class A Common Stock at any time, at the election of the holder or automatically upon certain transfers, whether or not for value, or upon the occurrence of certain events or conditions described in the Issuer's Amended and Restated Certificate of Incorporation.

(4) The reported securities are directly held by the reporting person's spouse.

(5) The reported securities are directly held by Omnadora Capital LLC ("Omnadora"). The reporting person is the sole manager of Omnadora's manager, Omnadora Management LLC. In such capacity, the reporting person may be deemed to beneficially own securities directly held by Omnadora. The reporting person disclaims beneficial ownership for purposes of Section 16 of the Exchange Act, except to the extent of his pecuniary interest therein.

(6) The reported securities are directly held by the Silver Thimble Resulting Trust ("Silver Thimble"), an irrevocable trust with a third-party trustee, of which the reporting person's children are beneficiaries. Pursuant to its constitutive documents, investment discretion over its assets is exercised by its investment manager, Copper Thimble LLC, for which the reporting person serves as the manager. The reporting person also has the power to remove and replace Silver Thimble's trustee.

(7) On November 14, 2024, the reporting person, his spouse, Omnadora, and Silver Thimble each sold shares of the Issuer's Class A Common Stock in an Issuer-sponsored tender offer. This pre-IPO transaction represents a reduction in the reporting person's direct and indirect beneficial ownership.

(8) On February 14, 2025 and February 23, 2025, the reporting person transferred, as gifts exempt under Rule 16b-5, for no consideration, shares of the Issuer's Class A Common Stock. On February 23, 2025 and February 24, 2025, the reporting person's spouse transferred, as gifts exempt under Rule 16b-5, for no consideration, shares of the Issuer's Class A Common Stock. All four transactions represent gifts to individuals outside the reporting person's household and represent reductions in the reporting person's direct and indirect beneficial ownership.

(9) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.

(10) This restricted stock unit award represents an equity security previously reported on the reporting person's Form 3, which was acquired through an exempt transaction with the Issuer.

(11) The award was granted subject to a performance-based vesting condition which was satisfied in connection with the Issuer's IPO, as well as a service-based vesting schedule. The award shall vest as to 1/16 of the total award quarterly on the last day of June, September, December, and March, subject to the reporting person's continued service to the Issuer on each vesting date, with the first tranche vesting on June 30, 2025.

(12) These restricted stock units do not expire; they either vest or are cancelled prior to the vesting date.

(13) The reported securities are directly held by the PMI 2024 F&F GRAT (the "PMI GRAT"). The reporting person is the sole beneficiary of the PMI GRAT and his spouse is trustee.

(14) The reported securities are directly held by the Intrator Family GST-Exempt Trust, of which the reporting person's spouse and children are the beneficiaries and his spouse serves as co-trustee.

(15) The reported securities are directly held by the Intrator Family Trust, of which the reporting person's spouse and children are the beneficiaries and his spouse serves as co-trustee.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Intrator Michael N C/O COREWEAVE, INC. 290 WEST MT. PLEASANT AVENUE, SUITE 4100 LIVINGSTON, NJ 07039	X	X	CEO and President	

Signatures

/s/ Kristen McVeety, as Attorney-in-Fact

4/2/2025

**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.

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