

COREWEAVE, INC.
Reported by
VENTURO BRIAN M

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)		
Venturo Brian M			CoreWeave, Inc. [CRWV]					<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Strategy Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)							
C/O COREWEAVE, INC., 290 WEST MT. PLEASANT AVENUE, SUITE 4100			11/14/2024							
(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		123,820	A	(1)	123,820	D	
Class A Common Stock	11/14/2024 (2)		C		216,000	A	(2)	216,000	D	
Class A Common Stock	11/14/2024 (2)		C		216,000	A	(3)	216,000	I	By Spouse (4)
Class A Common Stock	11/14/2024 (2)		C		1,163,000	A	(3)	1,163,000	I	West Clay Capital LLC (5)
Class A Common Stock	11/14/2024 (2) (6)		S		216,000	D	\$47	0	D	
Class A Common Stock	11/14/2024 (2) (6)		S		216,000	D	\$47	0	I	By Spouse (4)
Class A Common Stock	11/14/2024 (2) (6)		S		1,163,000	D	\$47	0	I	West Clay Capital LLC (5)
Class A Common Stock	2/14/2025 (2)		C		24,700	A	(3)	24,700	D	
Class A Common Stock	2/14/2025 (2) (2)		G		24,700	D	\$0	0	D	
Class A Common Stock	2/14/2025 (2)		C		24,700	A	(3)	24,700	I	By Spouse (4)
Class A Common Stock	2/14/2025 (2) (2)		G		24,700	D	\$0	0	I	By Spouse (4)
Class A Common Stock								286,000	I	YOLO APV Trust (8)
Class A Common Stock								286,000	I	YOLO ECV Trust (9)
Class A Common Stock								22,500	I	See Footnote (10)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate 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 A Preferred	(1)	3/31/2025		C	123,820	(1)	(1)	Class A Common Stock	123,820	(1)	0
Class B Common Stock	(2)	11/14/2024 (2)		C	216,000	(2)	(2)	Class A Common Stock	216,000	(2)	18,308,700
Class B Common Stock	(2)	11/14/2024 (2)		C	216,000	(2)	(2)	Class A Common Stock	216,000	(2)	2,026,600
Class B Common Stock	(2)	11/14/2024 (2)		C	1,163,000	(2)	(2)	Class A Common Stock	1,163,000	(2)	2,837,000
Class B Common Stock	(2)	2/14/2025 (2)		C	24,700	(2)	(2)	Class A Common Stock	24,700	(2)	18,284,000
Class B Common Stock	(2)	2/14/2025 (2)		C	24,700	(2)	(2)	Class A Common Stock	24,700	(2)	2,001,900
Class B Common Stock	(2)	2/28/2025 (2) (11)		G	2,000,000	(2)	(2)	Class A Common Stock	2,000,000	\$0	14,284,000 (12)
Class B Common Stock	(2)	2/28/2025 (2) (11)		G	2,000,000	(2)	(2)	Class A Common Stock	2,000,000	\$0	2,001,900 (12)
Restricted Stock Units	(13)	3/13/2025 (2) (14)		A	278,260	(15)	(16)	Class A Common Stock	278,260	\$0	278,260
Class B Common Stock	(2)					(2)	(2)	Class A Common Stock	6,837,000		6,837,000
Class B Common Stock	(2)					(2)	(2)	Class A Common Stock	5,500,000		5,500,000
Class B Common Stock	(2)					(2)	(2)	Class A Common Stock	2,000,000		2,000,000
Class B Common Stock	(2)					(2)	(2)	Class A Common Stock	4,271,000		4,271,000

Explanation of Responses:

- (1) Pursuant to the Issuer's Amended and Restated Certificate of Incorporation, upon closing of the Issuer's initial public offering ("IPO") of its Class A Common Stock, each share of Series A 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.
- (2) 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, 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 West Clay Capital LLC ("West Clay"), of which the reporting person is the managing member.
- (6) On November 14, 2024, the reporting person, his spouse, and West Clay sold shares of the Issuer's Class A Common Stock in an Issuer-sponsored tender offer. These pre-IPO transactions represent a reduction in the reporting person's direct and indirect beneficial ownership.
- (7) On February 14, 2025, the reporting person and his spouse each transferred, as gifts exempt under Rule 16b-5, for no consideration, shares of the Issuer's

Class A Common Stock. Both transactions represent gifts to individuals outside the reporting person's household. These pre-IPO transactions represent reductions in the reporting person's direct and indirect beneficial ownership.

(8) The reported securities are directly held by the YOLO APV Trust (the "APV Trust"), an irrevocable trust with a third-party trustee, of which the reporting person's minor child is beneficiary. The reporting person has the power to remove and replace the APV Trust's trustee.

(9) The reported securities are directly held by the YOLO ECV Trust (the "ECV Trust"), an irrevocable trust with a third-party trustee, of which the reporting person's minor child is beneficiary. The reporting person has the power to remove and replace the ECV Trust's trustee.

(10) The reported securities are directly held by the Estate of Patricia Shafi (the "Estate"). A member of the reporting person's household serves as executor of the Estate and in such capacity exercises voting and investment discretion over securities held by the Estate. The reporting person disclaims beneficial ownership of such securities for purposes of Section 16 of the Exchange Act except to the extent of his pecuniary interest, if any.

(11) On February 28, 2025, the reporting person transferred to his spouse, as a gift exempt under Rule 16b-5, for no consideration, shares of the Issuer's Class B Common Stock. This pre-IPO transaction represents a reduction in the reporting person's direct beneficial ownership.

(12) For clarity, on February 28, 2025, the reporting person and his spouse also transferred 2,000,000 shares of Class B Common Stock each to West Clay, as additional pro rata contributions to capital. The reporting person believes that the transfers to West Capital constituted a mere change in form of beneficial ownership of the shares, exempted from reporting by Rule 16a-13 under the Exchange Act. For avoidance of doubt, the totals reported in Column 9 of Table II reflect ownership after such capital contributions.

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

(14) 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.

(15) 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.

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

(17) The reported securities are directly held by 2023 Venturo Family GRAT dated June 30, 2023, of which the reporting person is the sole trustee and beneficiary.

(18) The reported securities are directly held by Venturo Family 2024 Friends and Family GRAT, of which the reporting person is the sole trustee and beneficiary.

(19) The reported securities are directly held by Venturo Family GST Exempt Trust dated June 30, 2023 (the "GST Trust"). The reporting person's spouse is trustee of the GST Trust and his spouse and minor children are beneficiaries.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Venturo Brian M C/O COREWEAVE, INC. 290 WEST MT. PLEASANT AVENUE, SUITE 4100 LIVINGSTON, NJ 07039	X	X	Chief Strategy Officer	

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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