

COREWEAVE, INC.

Reported by
COGEN JACK D

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 [*] Cogen Jack D <small>(Last) (First) (Middle)</small> | | | 2. Issuer Name and Ticker or Trading Symbol CoreWeave, Inc. [CRWV] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| C/O COREWEAVE, INC., 290 WEST MT. PLEASANT AVENUE, SUITE 4100 <small>(Street)</small> | | | 3. Date of Earliest Transaction (MM/DD/YYYY) 11/14/2024 | | | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| LIVINGSTON, NJ 07039 <small>(City) (State) (Zip)</small> | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | 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 | | |

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 | | 2,163,760 | A | (1) | 15,239,540 | I | CW Holding 987 LLC (2) |
| Class A Common Stock | 3/31/2025 | | C | | 650,840 | A | (1) | 15,890,380 | I | CW Holding 987 LLC (2) |
| Class A Common Stock | 3/31/2025 | | C | | 1,107,300 | A | (1) | 16,997,680 | I | CW Holding 987 LLC (2) |
| Class A Common Stock | 11/14/2024 (3) (6) | | C | | 718,500 | A | (4) | 13,794,280 | I | Treehouse Family Capital LLC (5) |
| Class A Common Stock | 11/14/2024 (3) (6) | | S | | 718,500 | D | \$47 | 13,075,780 | I | Treehouse Family Capital LLC (5) |
| Class A Common Stock | 11/14/2024 (3) (6) | | S | | 227,660 | D | \$47 | 272,340 | D | |
| Class A Common Stock | 11/14/2024 (3) (6) | | S | | 163,920 | D | \$47 | 196,080 | I | By Spouse (7) |
| Class A Common Stock | 2/21/2025 (3) (8) | | G | | 11,200 | D | \$0 | 261,140 | D | |
| Class A Common Stock | 2/21/2025 (3) (8) | | G | | 11,200 | D | \$0 | 184,880 | I | By Spouse (7) |
| Class A Common Stock | 2/28/2025 (3) (9) | | J(9) | | 800,000 | D | \$0 | 1,200,000 | I | Cogen Family Trust, dated December 17, 2012 (10) |
| Class A Common Stock | 3/3/2025 (3) | | C | | 158,660 | A | (4) | 13,234,440 | I | CW Holding 987 LLC (2) |

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 | 3/3/2025 (3)(11) | | S | | 158,660 | D | \$47.56 | | 13,075,780 | I | CW Holding 987 LLC (2) | |
| Class A Common Stock | 3/3/2025 (3)(11) | | S | | 48,320 | D | \$47.56 | | 136,560 | I | By Spouse (7) | |
| Class A Common Stock | 3/3/2025 (3)(11) | | S | | 13,780 | D | \$47.56 | | 126,220 | I | Cherry Tree 2024 GRAT (12) | |
| Class A Common Stock | | | | | | | | | 19,200 | I | Jack D. Cogen 2020 Family Trust (13) | |
| Class A Common Stock | | | | | | | | | 875,200 | I | Birch Tree Trust LLC (14) | |
| Class A Common Stock | | | | | | | | | 875,200 | I | Chestnut Tree Trust LLC (15) | |
| Class A Common Stock | | | | | | | | | 875,200 | I | Maple Tree Trust LLC (16) | |
| Class A Common Stock | | | | | | | | | 875,200 | I | Willow Tree Trust LLC (17) | |

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 | | | 2,163,760 | | (1) | (1) | Class A Common Stock | 2,163,760 | (1) | 0 | I | CW Holding 987 LLC (2) |
| Series A Preferred | (1) | 3/31/2025 | | C | | | 650,840 | | (1) | (1) | Class A Common Stock | 650,840 | (1) | 0 | I | CW Holding 987 LLC (2) |
| Series B-1 Preferred | (1) | 3/31/2025 | | C | | | 1,107,300 | | (1) | (1) | Class A Common Stock | 1,107,300 | (1) | 0 | I | CW Holding 987 LLC (2) |
| Series Seed Preferred | (4) | 11/14/2024 (2) | | C | | | 718,500 | | (4) | (4) | Class A Common Stock | 718,500 | (4) | 2,322,420 | I | Treehouse Family Capital LLC (2) |
| Series Seed Preferred | (4) | 3/3/2025 (3) | | C | | | 158,660 | | (4) | (4) | Class A Common Stock | 158,660 | (4) | 2,163,760 | I | CW Holding 987 LLC (2) |
| Restricted Stock Units | (18) | 3/13/2025 (3) (19) | | A | | 4,780 | | (20) | (21) | Class A Common Stock | 4,780 | \$0 | 4,780 | D | | |

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 reported securities are directly held by CW Holding 987 LLC ("CW Holding"), of which the reporting person serves as manager. The reporting person disclaims beneficial ownership for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") except to the extent of his pecuniary interest therein.
- The transaction occurred prior to the Issuer's registration of a class of equity securities under Section 12 of the Exchange Act in connection with the 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.
- Pursuant to the Issuer's Amended and Restated Certificate of Incorporation, each share of Series Seed Convertible Preferred Stock, Series A Convertible

Preferred Stock, or Series B-1 Convertible Preferred Stock (collectively "Preferred Stock") may be converted, at the option of the holder, at any time. In connection with the completion of the Issuer's IPO of its Class A Common Stock, each share of Preferred Stock shall automatically convert into shares of Class A Common Stock at a ratio of 1-for-1. The securities have no expiration date.

- (5) The reported securities are directly held by Treehouse Family Capital LLC ("Treehouse"), for whose managing member the reporting person serves as manager. 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) On November 14, 2024, Treehouse converted shares of the Issuer's Series Seed Convertible Preferred Stock and sold them to a third party in an Issuer sponsored tender offer. Additionally, the reporting person and his spouse each sold shares in the tender offer on the same date. These pre-IPO transactions represent a reduction in the reporting person's direct and indirect beneficial ownership. For clarity, on December 5, 2024, Treehouse subsequently transferred all of the Issuer's securities it held to CW Holding, as a contribution to capital, and Treehouse ceased to own any of the Issuer's securities. The reporting person believes that the transfer to CW Holding constituted a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in the shares, and is exempted from reporting by Rule 16a-13 under the Exchange Act.
- (7) The reported securities are directly held by the reporting person's spouse.
- (8) On February 21, 2025, the reporting person and his spouse each transferred as gifts, for no consideration, shares of the Issuer's Class A Common Stock. Both transactions represent gifts to individuals outside the reporting person's household, which are exempt pursuant to Rule 16b-5. These pre-IPO transactions represent reductions in the reporting person's direct and indirect beneficial ownership.
- (9) On February 28, 2025, the Cogen Family Trust divested 800,000 shares of the Issuer's Class A Common Stock and transferred them, for no consideration, into five separate trusts established for the benefit of various members of the reporting person's household or immediate family. The withdrawal of shares from the Cogen Family Trust resulted in a decrease in the reporting person's indirect beneficial ownership through the Cogen Family Trust. The reporting person believes the withdrawal of shares from the Cogen Family Trust and disposal for no consideration constitutes a reportable change in form of beneficial ownership of the shares. The reporting person disclaims beneficial ownership or pecuniary interest in the securities transferred to the successor trusts so established.
- (10) The reported securities are directly held by the Cogen Family Trust, dated December 17, 2012 (the "Cogen Family Trust"), of which the reporting person's spouse serves as co-trustee and of which his spouse and daughter are beneficiaries.
- (11) On March 3, 2025, CW Holding converted shares of the Issuer's Series Seed Convertible Preferred Stock to Class A Common Stock and sold the shares in a private transaction. Additionally, the reporting person's spouse and Cherry Tree GRAT (defined below) each sold shares of the Issuer's Class A Common Stock in private transactions. These pre-IPO transactions represent reductions in the reporting person's direct and indirect beneficial ownership.
- (12) The reported securities are directly held by the Cherry Tree 2024 GRAT ("Cherry Tree GRAT"), of which the reporting person is trustee and his spouse is beneficiary.
- (13) The reported securities are directly held by the Jack D. Cogen 2020 Family Trust (the "2020 Trust"), an irrevocable trust with a third-party trustee. The reporting person's spouse and daughter are beneficiaries of the 2020 Trust and the reporting person has the power to remove and replace the trustee. The reporting person disclaims beneficial ownership for purposes of Section 16 of the Exchange Act over securities held by the entity.
- (14) The reported securities are directly held by the Birch Tree Trust LLC, of which the reporting person is the manager. The reporting person disclaims beneficial ownership for purposes of Section 16 of the Exchange Act over securities held by the entity, except to the extent of his pecuniary interest therein, if any.
- (15) The reported securities are directly held by the Chestnut Tree Trust LLC, of which the reporting person is the manager. The reporting person disclaims beneficial ownership for purposes of Section 16 of the Exchange Act over securities held by the entity, except to the extent of his pecuniary interest therein, if any.
- (16) The reported securities are directly held by the Maple Tree Trust LLC, of which the reporting person is the manager. The reporting person disclaims beneficial ownership for purposes of Section 16 of the Exchange Act over securities held by the entity, except to the extent of his pecuniary interest therein, if any.
- (17) The reported securities are directly held by the Willow Tree Trust LLC, of which the reporting person is the manager. The reporting person disclaims beneficial ownership for purposes of Section 16 of the Exchange Act over securities held by the entity, except to the extent of his pecuniary interest therein, if any.
- (18) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
- (19) 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.
- (20) 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 entire award shall vest in full on the earlier of: (i) March 13, 2026; or (ii) the date of the Issuer's first annual meeting of its stockholders, subject to the reporting person's continued service to the Issuer on such vesting date.
- (21) These restricted stock units do not expire; they either vest or are cancelled prior to the vesting date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cogen Jack D C/O COREWEAVE, INC. 290 WEST MT. PLEASANT AVENUE, SUITE 4100 LIVINGSTON, NJ 07039 | X | | | |

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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