SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2025-05-21** | Period of Report: **2025-05-21**
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FILER

CoreWeave, Inc.

CIK:**1769628**| IRS No.: **823060021** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-42563** | Film No.: **25973718**
SIC: **7372** Prepackaged software

Mailing Address	Business Address
12 COMMERCE STREET	*12 COMMERCE STREET*
SPRINGFIELD NJ 07081	*SPRINGFIELD NJ 07081*
	917-373-3740

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): (May 21, 2025)

CoreWeave, Inc.

(Exact name of registrant as specified in its charter)

Delaware	001-42563	82-3060021
(State or other jurisdiction of incorporation or organization)	**(Commission File Number)**	**(I.R.S. Employer Identification Number)**
290 W Mt. Pleasant Ave., Suite 4100 Livingston, NJ		**07039**
(Address of registrant's principal executive offices)		**(Zip Code)**

Registrant's telephone number, including area code: (973) 270-9737

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐   **Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**

☐   **Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**

☐   **Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**

☐   **Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A Common Stock, $0.000005 par value per share	CRWV	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01. Regulation FD Disclosure

On May 21, 2025, CoreWeave, Inc. (the "Company") announced that it priced a private offering (the "Notes Offering") of $2,000 million aggregate principal amount of 9.25% senior notes due 2030 (the "Notes"), which represents a $500 million increase from the previously announced size of the Notes Offering. The Notes will have a maturity date of June 1, 2030. The closing of the Notes Offering is expected to occur on May 27, 2025, subject to customary closing conditions. The Notes will be issued at par, will be general senior unsecured obligations of the Company and will be guaranteed on a senior unsecured basis by CoreWeave Cash Management LLC, a wholly-owned subsidiary of the Company. The Notes and related guarantees were offered only to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to non-U.S. persons pursuant to Regulation S under the Securities Act.

The Company intends to use the proceeds from the Notes Offering for general corporate purposes, including, without limitation, repayment of outstanding indebtedness, and to pay fees, costs and expenses in connection with the Notes Offering.
On May 21, 2025, the Company issued a press release announcing the pricing of the Notes Offering. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties, including statements regarding the Notes Offering and the expected use of proceeds therefrom, which statements are based on current expectations, forecasts, and assumptions and involve risks and uncertainties that could cause actual results to differ materially from expectations discussed in such statements. These forward-looking statements are only predictions and may differ materially from actual results due to a variety of factors including, but not limited to, the Company's ability to complete the Notes Offering on favorable terms, if at all, and general market, political, economic and business conditions which might affect the Notes Offering. These factors, as well as others, are discussed in the Company's filings with the Securities and Exchange Commission, including the sections titled "Special Note Regarding Forward-Looking Statements" and "Risk Factors" in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2025. All forward-looking statements contained herein are based on information available as of the date hereof and the Company does not assume any obligation to update these statements as a result of new information or future events.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of the Company relating to the Notes Offering dated May 21, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 21, 2025

COREWEAVE, INC.

By:	/s/ Michael Intrator
Name:	Michael Intrator
Title:	Chief Executive Officer

Exhibit 99.1

CoreWeave Announces Upsize and Pricing of $2,000 million of Senior Notes

LIVINGSTON, N.J., May 21, 2025 — CoreWeave, Inc. (Nasdaq: CRWV) ("CoreWeave") announced today that it priced a private offering of $2,000 million aggregate principal amount of 9.250% senior notes due 2030 (the "Notes"), which represents a $500 million increase from the previously announced size of the offering. The Notes will have a maturity date of June 1, 2030. The closing of the offering of the Notes is expected to occur on May 27, 2025, subject to customary closing conditions. The Notes will be issued at par and guaranteed on a senior unsecured basis by CoreWeave Cash Management LLC, a wholly-owned subsidiary of CoreWeave.

CoreWeave intends to use the proceeds from the offering of the Notes for general corporate purposes, including, without limitation, repayment of outstanding indebtedness, and to pay fees, costs and expenses in connection with the offering of the Notes.

The Notes and related guarantees are being offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), or to persons other than "U.S. persons" in compliance with Regulation S under the Securities Act. The Notes and related guarantees have not been and will not be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

This press release is for informational purposes only and is not an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About CoreWeave
CoreWeave, the AI Hyperscaler™, delivers a cloud platform of cutting-edge software powering the next wave of AI. The company's technology provides enterprises and leading AI labs with cloud solutions for accelerated computing. Since 2017, CoreWeave has operated a growing footprint of data centers across the US and Europe.

Forward-Looking Statements
This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties, including statements regarding the Notes offering and the expected use of proceeds therefrom, which

statements are based on current expectations, forecasts, and assumptions and involve risks and uncertainties that could cause actual results to differ materially from expectations discussed in such statements. These forward-looking statements are only predictions and may differ materially from actual results due to a variety of factors including, but not limited to, CoreWeave's ability to complete the offering on favorable terms, if at all, and general market, political, economic and business conditions which might affect the offering. These factors, as well as others, are discussed in CoreWeave's filings with the Securities and Exchange Commission, including the sections titled "Special Note Regarding Forward-Looking Statements" and "Risk Factors" in CoreWeave's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2025. All forward-looking statements contained herein are based on information available as of the date hereof and CoreWeave does not assume any obligation to update these statements as a result of new information or future events.

Media Contact
press@coreweave.com

Investor Relations Contact
investor-relations@coreweave.com

Cover [Abstract]

Document Type	8-K
Document Period End Date	May 21, 2025
Registrant Name	CoreWeave, Inc.
Entity Incorporation, State or Country Code	DE
Entity File Number	001-42563
Entity Tax Identification Number	82-3060021
Entity Address, Address Line One	290 W Mt. Pleasant Ave.
Entity Address, Address Line Two	Suite 4100
Entity Address, City or Town	Livingston
Entity Address, State or Province	NJ
Entity Address, Postal Zip Code	07039
City Area Code	973
Local Phone Number	270-9737
Written Communications	false
Soliciting Material	false
Pre-commencement Tender Offer	false
Pre-commencement Issuer Tender Offer	false
Title of 12(b) Security	Class A Common Stock, $0.000005 par value per share
Trading Symbol	CRWV
Security Exchange Name	NASDAQ
Entity Emerging Growth Company	false
Central Index Key	0001769628
Amendment Flag	false

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  "Number": "240",
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