

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2025-03-31** | Period of Report: **2024-11-14**

SEC Accession No. [0001415889-25-009289](#)

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REPORTING OWNER

McVeety Kristen J

CIK: **2058048**

Type: **4** | Act: **34** | File No.: **001-42563** | Film No.: **25795830**

Mailing Address
C/O COREWEAVE, INC.
290 WEST MT. PLEASANT
AVENUE, SUITE 4100
LIVINGSTON NJ 07039

ISSUER

CoreWeave, Inc.

CIK: **1769628** | IRS No.: **823060021** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7372** Prepackaged software

Mailing Address
12 COMMERCE STREET
SPRINGFIELD NJ 07081

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

FORM 4

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

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

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden
hours per response 0.5

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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

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			
Class A Common Stock	03/27/2025		<u>M</u>		69,460	A	\$2.54	69,460	D	
Class A Common Stock	03/27/2025		<u>S</u> ⁽¹⁾		69,460	D	\$40	0	D	
Class A Common Stock	03/27/2025		<u>S</u> ⁽¹⁾		5,000	D	\$40	95,000	I	Jackfruit 2024 GRAT ⁽²⁾
Class A Common Stock	11/14/2024 ⁽³⁾		<u>M</u>		107,920	A	\$0.55	107,920	D	
Class A Common Stock	11/14/2024 ⁽³⁾		<u>M</u>		27,740	A	\$2.54	135,660	D	
Class A Common Stock	11/14/2024 ⁽³⁾		<u>S</u> ⁽⁴⁾		135,660	D	\$47	0	D	

**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 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				
Stock Option (Right to Buy)	\$2.54	03/27/2025		<u>M</u>			69,460	⁽⁵⁾	07/15/2033	Class A Common Stock	69,460	\$ 0	302,800	D	
Stock Option	\$0.55	11/14/2024 ⁽³⁾		<u>M</u>			107,920	⁽⁶⁾	04/19/2032	Class A Common Stock	107,920	\$ 0	1,160,820	D	

(Right to Buy)															
Stock Option (Right to Buy)	\$2.54	11/14/2024 ⁽³⁾		<u>M</u>		27,740	⁽⁵⁾	07/15/2033	Class A Common Stock	27,740	\$ 0	372,260	D		
Restricted Stock Units	⁽⁷⁾	03/13/2025 ^{(3) (8)}		<u>A</u>		69,560	⁽⁹⁾	⁽¹⁰⁾	Class A Common Stock	69,560	\$ 0	69,560	D		
Restricted Stock Units	⁽⁷⁾	03/13/2025 ^{(3) (8)}		<u>A</u>		120	⁽¹¹⁾	⁽¹⁰⁾	Class A Common Stock	120	\$ 0	120	D		

Explanation of Responses:

1. The reported sale transaction represents the reporting person's participation in the Issuer's secondary offering, which occurred in conjunction with its initial public offering ("IPO").
2. The reported securities are directly held by the Jackfruit 2024 GRAT, of which the reporting person is the sole trustee and beneficiary.
3. 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, 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.
4. On November 14, 2024, the reporting person sold 135,660 shares of the Issuer's Class A Common Stock to a third party in an Issuer-sponsored tender offer. This pre-IPO transaction represents a reduction in the reporting person's direct beneficial ownership.
5. The option vested or vests as to 1/48 of the total award monthly, with the first tranche vesting on August 16, 2023, and each subsequent tranche vesting on the monthly anniversary thereof, subject to the reporting person's continued service to the Issuer on each vesting date.
6. The option is fully vested. Pursuant to the terms of the reporting person's award agreement with the Issuer, the award became fully vested on March 1, 2025.
7. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
8. 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.
9. 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 on the 20th calendar day of May, August, and November, and February, subject to the reporting person's continued service to the Issuer on each vesting date, with the first tranche vesting on May 20, 2025.
10. These restricted stock units do not expire; they either vest or are cancelled prior to the vesting date.
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 1/4 of the total award on March 31, 2026, and thereafter shall vest as to 1/16 of the total award on the last calendar day of June, September, December, and March, subject to the reporting person's continued service to the Issuer on each vesting date.

Signatures

/s/ Kristen McVeety

** Signature of Reporting Person

03/31/2025

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.