
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

COREWEAVE, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

82-3060021
(I.R.S. Employer
Identification Number)

290 W Mt. Pleasant Ave., Suite 4100
Livingston, NJ 07039
(973) 270-9737
(Address of principal executive offices, including zip code)

2025 Equity Incentive Plan
2025 Employee Stock Purchase Plan
(Full title of the plans)

Michael Intrator
Chief Executive Officer
290 W Mt. Pleasant Ave., Suite 4100
Livingston, NJ 07039
(973) 270-9737
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Please send copies of all communications to:

Michael A. Brown
Ran D. Ben-Tzur
Jennifer J. Hitchcock
Fenwick & West LLP
902 Broadway, 18th Floor
New York, NY 10010
(212) 430-2600

Kristen McVeety
General Counsel
Nisha Antony
Deputy General Counsel
CoreWeave, Inc.
290 W Mt. Pleasant Ave., Suite 4100
Livingston, NJ 07039
(973) 270-9737

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, CoreWeave, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 (this “Registration Statement”) with the U.S. Securities and Exchange Commission (the “Commission”) to register (i) 25,107,515 additional shares of the Registrant’s Class A common stock under the Registrant’s 2025 Equity Incentive Plan and (ii) 5,021,503 additional shares of the Registrant’s Class A common stock under the Registrant’s 2025 Employee Stock Purchase Plan, each pursuant to the provisions in those plans providing for an automatic annual increase in the number of shares reserved for issuance under such plans on January 1, 2026. This Registration Statement hereby incorporates by reference the contents of the Registrant’s previous registration statement on Form S-8 filed with the Commission on March 28, 2025 (Registration No. [333-286232](#)) to the extent not superseded hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

In accordance with the instructional note of Part I of Form S-8 as promulgated by the Commission, the information specified in Part I of Form S-8 has been omitted from this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission pursuant to the Securities Act of 1933, as amended (the “Securities Act”), and the Securities Exchange Act of 1934, as amended (the “Exchange Act”):

- (a) the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2025, filed with the Commission on March 2, 2026 pursuant to Section 13 of the Exchange Act;
- (b) all other reports filed with the Commission pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report on Form 10-K referred to in (a) above (other than the portions of these documents not deemed to be filed); and
- (c) the description of the Registrant’s Class A common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (Registration No. 001-42563) filed with the Commission on March 21, 2025, under Section 12(b) of the Exchange Act, as updated by the description of the Registrant’s registered securities contained in [Exhibit 4.13](#) to the Registrant’s Annual Report on [Form 10-K](#) referred to in (a) above, including any amendment or report filed for the purpose of updating such description.

All other reports and documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than the portions of these documents not deemed to be filed) subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such reports and documents as set forth therein. Unless expressly incorporated into this Registration Statement, a report deemed to be furnished but not filed on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document, which also is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 8. Exhibits

The following exhibits are filed herewith or incorporated by reference:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation.	S-8	333-286640	3.1	4/18/2025	
3.2	Amended and Restated Bylaws.	S-8	333-286640	3.2	4/18/2025	
4.1	Form of Class A Common Stock certificate.	S-1/A	333-285512	4.1	3/20/2025	
5.1	Opinion of Fenwick & West LLP.					X
23.1	Consent of Fenwick & West LLP (contained in Exhibit 5.1).					X
23.2	Consent of Deloitte & Touche LLP, independent registered public accounting firm.					X
24.1	Power of Attorney (included on the signature page to this Registration Statement).					X
99.1	CoreWeave, Inc. 2025 Equity Incentive Plan and related form agreements.	S-1/A	333-285512	10.3	3/20/2025	
99.2	CoreWeave, Inc. 2025 Employee Stock Purchase Plan and related form agreements.	S-1/A	333-285512	10.4	3/20/2025	
107	Filing Fee Table.					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Livingston, New Jersey, on the 2nd day of March, 2026.

COREWEAVE, INC.

By: /s/ Michael Intrator

Michael Intrator

Chief Executive Officer
and President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael Intrator and Nitin Agrawal, and each of them, as his or her true and lawful attorneys-in-fact, proxies, and agents, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, proxies, and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, proxies, and agents, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Michael Intrator</u> Michael Intrator	Director, Chief Executive Officer and President <i>(Principal Executive Officer)</i>	March 2, 2026
<u>/s/ Nitin Agrawal</u> Nitin Agrawal	Chief Financial Officer <i>(Principal Financial Officer)</i>	March 2, 2026
<u>/s/ Jeffrey Baker</u> Jeffrey Baker	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	March 2, 2026
<u>/s/ Brian Venturo</u> Brian Venturo	Director and Chief Strategy Officer	March 2, 2026
<u>/s/ Karen Boone</u> Karen Boone	Director	March 2, 2026
<u>/s/ Jack Cogen</u> Jack Cogen	Director	March 2, 2026
<u>/s/ Glenn Hutchins</u> Glenn Hutchins	Director	March 2, 2026
<u>/s/ Margaret C. Whitman</u> Margaret C. Whitman	Director	March 2, 2026

**Calculation of Filing Fee Tables
Form S-8 Registration Statement
CoreWeave, Inc.**

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Class A common stock, par value \$0.000005 per share	Other	25,107,515	\$80.02	\$2,009,103,350.30	0.0001381	\$277,457.18
2 Equity	Class A common stock, par value \$0.000005 per share	Other	5,021,503	\$68.02	\$341,562,634.06	0.0001381	\$47,169.80
Total Offering Amounts:					\$2,350,665,984.36		\$324,626.98
Total Fee Offsets:							\$0
Net Fee Due:							\$324,626.98

Offering Note

Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Class A common stock, par value \$0.000005 per share ("Class A Common Stock"), that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of CoreWeave, Inc.'s (the "Registrant") Class A Common Stock.

1

(1) Represents additional shares of Class A Common Stock to be registered and available for grant under the Registrant's 2025 Equity Incentive Plan (the "2025 Plan") resulting from the annual automatic increase in shares available for issuance under the 2025 Plan pursuant to the provision of the 2025 Plan providing for an annual automatic increase in the number of shares reserved for issuance under the 2025 Plan.

(2) Estimated pursuant to Rules 457(c) and 457(h) under the Securities Act, solely for the purposes of calculating the registration fee and based on the average of the high and low prices of Class A Common Stock as reported on The Nasdaq Stock Market LLC ("Nasdaq") on February 27, 2026, which date is within five business days prior to the filing of this Registration Statement.

2

(1) Represents additional shares of Class A Common Stock to be registered and available for grant under the Registrant's 2025 Employee Stock Purchase Plan (the "Purchase Plan") resulting from the annual automatic increase in shares available for issuance under the Purchase Plan pursuant to the provision of the Purchase Plan providing for an annual automatic increase in the number of shares reserved for issuance under the Purchase Plan.

(2) Estimated pursuant to Rules 457(c) and 457(h) under the Securities Act, solely for the purposes of calculating the registration fee and based on the average of the high and low prices of Class A Common Stock as reported on Nasdaq on February 27, 2026, which date is within five business days prior to the filing of this Registration Statement, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the Purchase Plan.

March 2, 2026

CoreWeave, Inc.
290 W Mt. Pleasant Ave., Suite 4100
Livingston, NJ 07039

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

As counsel to CoreWeave, Inc., a Delaware corporation (the “*Company*”), we have examined the Registration Statement on Form S-8 (the “*Registration Statement*”) to be filed by the Company with the U.S. Securities and Exchange Commission (the “*Commission*”) on or about March 2, 2026 in connection with the registration under the Securities Act of 1933, as amended (the “*Securities Act*”), of an aggregate of 30,129,018 shares (the “*Shares*”) of the Company’s Class A common stock, \$0.000005 par value per share (“*Common Stock*”), that consists of (a) 25,107,515 Shares that are subject to issuance by the Company upon the exercise or settlement of awards granted or to be granted under the Company’s 2025 Equity Incentive Plan (the “*2025 Plan*”) and (b) 5,021,503 Shares that are subject to issuance by the Company pursuant to purchase rights to acquire shares of Common Stock granted or to be granted under the Company’s 2025 Employee Stock Purchase Plan (the “*Purchase Plan*,” together with the 2025 Plan, the “*Plans*”).

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us, dated the date hereof and executed by the Company. We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinion set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System (“*EDGAR*”), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect. We express no opinion with respect to any other laws.

Based upon, and subject to, the foregoing, it is our opinion that the Shares, when issued and sold by the Company in accordance with the terms (including, without limitation, payment and authorization provisions) of the applicable Plan and the applicable form of award agreement thereunder, against the Company's receipt of payment therefor (in an amount and type of consideration not less than the par value per Share), and duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectuses constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

This opinion is intended solely for your use in connection with the issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 2, 2026, relating to the financial statements of CoreWeave, Inc., appearing in the Annual Report on Form 10-K of CoreWeave, Inc. for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

San Jose, California

March 2, 2026