

# 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.

## 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

OMB APPROVAL  
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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)		
<b>Venturo Brian M</b>			<b>CoreWeave, Inc. [ CRWV ]</b>			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)			<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
<b>C/O COREWEAVE, INC., 290 WEST MT. PLEASANT AVENUE, SUITE 4100</b>			<b>12/24/2025</b>			<b>Chief Strategy Officer</b>		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>LIVINGSTON, NJ 07039</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City) (State) (Zip)						<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	12/24/2025		C		281,250	A		281,250	I	West Clay Capital LLC (2)
Class A Common Stock	12/24/2025		S (3)		201,801	D	\$79.1402 (4)	79,449	I	West Clay Capital LLC (2)
Class A Common Stock	12/24/2025		S (3)		76,149	D	\$79.8787 (5)	3,300	I	West Clay Capital LLC (2)
Class A Common Stock	12/24/2025		S (3)		3,300	D	\$80.7239 (6)	0	I	West Clay Capital LLC (2)
Class A Common Stock								215,222	D	
Class A Common Stock								22,500	I	See Footnote (2)
Class A Common Stock								182,679	I	YOLO APV Trust (8)
Class A Common Stock								182,687	I	YOLO ECV Trust (2)

**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				
Class B Common Stock	(1)	12/24/2025		C			281,250	(1)	(1)	Class A Common Stock	281,250	(1)	12,151,271	I	West Clay Capital LLC (2)
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	5,343,347		5,343,347	D	

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					
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	5,402,057		5,402,057	I	2023 Venturo Family GRAT dated June 30, 2023 (10)	
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	1,788,596		1,788,596	I	Venturo Family 2024 Friends and Family GRAT (11)	
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	4,271,000		4,271,000	I	Venturo Family GST Exempt Trust dated June 30, 2023 (12)	
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	2,001,900		2,001,900	I	By Spouse (13)	

#### Explanation of Responses:

- (1) 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.
- (2) The reported securities are directly held by West Clay Capital LLC, of which the reporting person is the managing member.
- (3) The reported transaction represents a sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 21, 2025.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.57 to \$79.56, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this filing.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$79.57 to \$80.55, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.57 to \$80.93, inclusive.
- (7) The reported securities are directly held by the reporting person's father-in-law, who is a member of the reporting person's household. The reporting person disclaims beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except to the extent of his pecuniary interest, if any.
- (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 2023 Venturo Family GRAT dated June 30, 2023, of which the reporting person is the sole trustee and beneficiary.
- (11) 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.
- (12) The reported securities are directly held by the 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.
- (13) The reported securities are directly held by the reporting person's spouse.

#### 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		Chief Strategy Officer	

Signatures

/s/ Nisha Antony, as Attorney-in-Fact

12/29/2025

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.

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 control number.