

# 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  
OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

## 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 <sup>*</sup> <b>McBee Brannin</b> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <b>CoreWeave, Inc. [ CRWV ]</b>					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) <b>Chief Development Officer</b>		
<b>C/O COREWEAVE, INC., 290 WEST MT. PLEASANT AVENUE, SUITE 4100</b> (Street)			3. Date of Earliest Transaction (MM/DD/YYYY) <b>2/9/2026</b>							
<b>LIVINGSTON, NJ 07039</b> (City) (State) (Zip)			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	2/9/2026		C		102,830	A	(1)		351,494	D	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		828	D	\$89.4545 <sup>(3)</sup>		350,666	D	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		256	D	\$90.675 <sup>(4)</sup>		350,410	D	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		1,417	D	\$92.171 <sup>(5)</sup>		348,993	D	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		1,213	D	\$92.9378 <sup>(6)</sup>		347,780	D	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		4,881	D	\$94.1453 <sup>(7)</sup>		342,899	D	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		25,192	D	\$95.2189 <sup>(8)</sup>		317,707	D	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		34,103	D	\$96.0819 <sup>(9)</sup>		283,604	D	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		33,481	D	\$97.0128 <sup>(10)</sup>		250,123	D	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		1,459	D	\$97.7005 <sup>(11)</sup>		248,664	D	
Class A Common Stock	2/9/2026		C		25,000	A	(1)		25,000	I	Brannin J McBee 2022 Irrevocable Trust <sup>(12)</sup>
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		202	D	\$89.4546 <sup>(13)</sup>		24,798	I	Brannin J McBee 2022 Irrevocable Trust <sup>(12)</sup>
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		62	D	\$90.6782 <sup>(4)</sup>		24,736	I	Brannin J McBee 2022 Irrevocable Trust <sup>(12)</sup>
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		345	D	\$92.1727 <sup>(5)</sup>		24,391	I	Brannin J McBee 2022 Irrevocable Trust <sup>(12)</sup>
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		294	D	\$92.938 <sup>(6)</sup>		24,097	I	Brannin J McBee 2022 Irrevocable Trust <sup>(12)</sup>

Brannin J

**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	2/9/2026		S <sup>(2)</sup>		1,187	D	\$94.1452 <sup>(7)</sup>		22,910	I	McBee 2022 Irrevocable Trust <sup>(12)</sup>	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		6,125	D	\$95.219 <sup>(8)</sup>		16,785	I	Brannin J McBee 2022 Irrevocable Trust <sup>(12)</sup>	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		8,291	D	\$96.0819 <sup>(9)</sup>		8,494	I	Brannin J McBee 2022 Irrevocable Trust <sup>(12)</sup>	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		8,140	D	\$97.0128 <sup>(10)</sup>		354	I	Brannin J McBee 2022 Irrevocable Trust <sup>(12)</sup>	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		354	D	\$97.7005 <sup>(11)</sup>		0	I	Brannin J McBee 2022 Irrevocable Trust <sup>(12)</sup>	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		9	D	\$89.76		54,991	I	Canis Major SM Trust <sup>(14)</sup>	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		9	D	\$91.22		54,982	I	Canis Major SM Trust <sup>(14)</sup>	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		9	D	\$92.72		54,973	I	Canis Major SM Trust <sup>(14)</sup>	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		55	D	\$94.5605 <sup>(15)</sup>		54,918	I	Canis Major SM Trust <sup>(14)</sup>	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		182	D	\$95.5642 <sup>(16)</sup>		54,736	I	Canis Major SM Trust <sup>(14)</sup>	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		182	D	\$96.6661 <sup>(17)</sup>		54,554	I	Canis Major SM Trust <sup>(14)</sup>	
Class A Common Stock	2/9/2026		S <sup>(2)</sup>		54	D	\$97.3467 <sup>(18)</sup>		54,500	I	Canis Major SM Trust <sup>(14)</sup>	

**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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)	2/9/2026		C	102,830	(1)	(1)	Class A Common Stock	102,830	(1)	8,294,490	D	
Class B Common Stock	(1)	2/9/2026		C	25,000	(1)	(1)	Class A Common Stock	25,000	(1)	3,991,020	I	Brannin J. McBee 2022 Irrevocable Trust <sup>(12)</sup>

**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 transaction represents a sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 17, 2025.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.09 to \$89.94, 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.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.31 to \$91.22, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$91.56 to \$92.55, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$92.59 to \$93.52, inclusive.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$93.60 to \$94.59, inclusive.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94.60 to \$95.59, inclusive.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.60 to \$96.59, inclusive.

(10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.60 to \$97.59, inclusive.

(11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.60 to \$97.85, inclusive.

(12) The reported securities are directly held by the Brannin J. McBee 2022 Irrevocable Trust, of which the reporting person's spouse and minor child are beneficiaries and for which the reporting person's spouse serves as trustee.

(13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.09 to \$89.94, inclusive.

(14) The reported securities are directly held by the Canis Major SM Trust (the "Canis 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 Canis Trust's trustee.

(15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94.05 to \$95.01, inclusive.

(16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.11 to \$96.03, inclusive.

(17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.14 to \$97.11, inclusive.

(18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.19 to \$97.53, inclusive.

**Remarks:**

This Form 4 is Part 1 of 3 for this reporting person. Transactions by the reporting person are continued on Parts 2 and 3.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>McBee Brannin</b> <b>C/O COREWEAVE, INC.</b> <b>290 WEST MT. PLEASANT AVENUE, SUITE 4100</b> <b>LIVINGSTON, NJ 07039</b>			<b>Chief Development Officer</b>	

**Signatures**

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

2/11/2026

\*\*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.