

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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 for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Sullivan Adam Taylor</u> (Last) (First) (Middle) C/O CORE SCIENTIFIC, INC. 838 WALKER ROAD, SUITE 21-2105 (Street) DOVER DE 19904 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Core Scientific, Inc./tx [CORZ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/14/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock	06/14/2024		A		2,867,521 ⁽¹⁾	A	\$0	3,006,434 ⁽²⁾	D	
Common Stock	06/14/2024		A		716,881 ⁽³⁾	A	\$0	3,723,315	D	
Common Stock	06/14/2024		A		238,961 ⁽⁴⁾	A	\$0	3,962,276	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents a special one-time restricted stock unit ("RSU") grant. The RSUs will vest in substantially equal installments on each of the first four anniversaries of January 23, 2024, provided that the Reporting Person continues to provide service to the Issuer on each vesting date.
- Reported amount has been adjusted to reflect the acquisition of 45,160 shares of Common Stock that the Reporting Person received on April 3, 2024 for no consideration in connection with an in-kind distribution by XMS Capital Partners, LLC, which was exempt from Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), pursuant to Rule 16a-9 under the Exchange Act.
- Represents a regular annual RSU grant. 1/3 of the RSUs will vest on January 23, 2025, and the remaining 2/3 of the RSUs will vest in eight substantially equal installments on the conclusion of each calendar quarter thereafter, provided that the Reporting Person continues to provide service to the Issuer on each vesting date.
- Represents a regular annual performance-based RSU ("PSU") grant. The PSUs will vest in three substantially equal installments in the 2024, 2025 and 2026 calendar years upon the attainment of certain prescribed stock price hurdles, with certain adjustments for the 2025 and 2026 calendar years, if applicable, to allow for continued vesting eligibility to the extent the prescribed performance metrics were not achieved in a prior calendar year, provided that the Reporting Person continues to provide service to the Issuer on each vesting date.

/s/ Todd DuChene, as Attorney-in-Fact 06/17/2024

** 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 Number.