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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Core Scientific, Inc.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

21873J108
(CUSIP Number)

David Maryles
Managing Director, Legal and Compliance
BlackRock, Inc.
55 East 52nd Street
New York, NY 10055
(212) 810-5300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 9, 2023
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	BlackRock, Inc.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (see instructions) OO	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 4,737,778
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 4,737,778
	10.	SHARED DISPOSITIVE POWER 0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,737,778	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/> See Item 5 herein.	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.2%	
14.	TYPE OF REPORTING PERSON (see instructions) HC	

EXPLANATORY NOTE

This Amendment No. 1 (this "Amendment No. 1") amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on December 30, 2022 (as so amended, the "Schedule 13D"), by BlackRock relating to the Common Stock of the Issuer. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Schedule 13D. Capitalized terms used but not otherwise defined in this Amendment No. 1 shall have the meanings ascribed to them in the Schedule 13D.

Item 2. Identity and Background.

The information in Item 2(b) – (c) and (f) is hereby amended by replacing Annex A thereof with the Annex A attached hereto.

Item 4. Purpose of Transaction.

The information in Item 4 is hereby amended by adding the following immediately before the penultimate paragraph thereof:

On February 9, 2023, the Issuer terminated the Support Agreement in accordance with Section 6(b)(ii) thereof and, in connection therewith, the Issuer has repaid in full all amounts outstanding under the DIP Credit Agreement and the DIP Credit Agreement has been terminated.

As a result of the foregoing, any "group," as such term is used in Regulation 13D under the Act that may be deemed to have been formed with the other parties to the Support Agreement and the DIP Credit Agreement who beneficially own shares of the Issuer's Common Stock, terminated on February 9, 2023.

Item 5. Interest in Securities of the Issuer.

The information in Item 5(e) is hereby amended and restated to read as follows:

(e) As of February 9, 2023, BlackRock does not beneficially own more than five percent of the Issuer's Common Stock and, as a result of the termination of the Support Agreement, may no longer be deemed to be a member of a "group" that beneficially owns more than five percent of the Issuer's Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2023

BlackRock, Inc.

By: /s/ David Maryles

Name: David Maryles

Title: Attorney-in-Fact

Annex A

The following is a list of the executive officers and directors of BlackRock, Inc. (collectively, the “Covered Persons”), setting forth the present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted and citizenship for each such person. Each Covered Person is a citizen of the United States, unless otherwise noted, and does not have any other principal occupation (outside of similar positions held with respect to other entities directly or indirectly managed or advised by BlackRock).

Executive Officers

<u>Name</u>	<u>Position</u>	<u>Business Address</u>	<u>Citizenship</u>
Laurence D. Fink	Chairman and Chief Executive Officer	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	U.S.
Robert S. Kapito	President	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	U.S.
Rachel Lord	Senior Managing Director and Chair and Head of Asia Pacific	BlackRock, Inc. 16/F Champion Tower 3 Garden Road Central, Hong Kong	U.K.
Robert L. Goldstein	Senior Managing Director, Chief Operating Officer and Head of BlackRock Solutions	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	U.S.
J. Richard Kushel	Senior Managing Director and Head of the Portfolio Management Group	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	U.S.
Stephen Cohen	Senior Managing Director and Head of Europe, Middle East and Africa	BlackRock, Inc. Drapers Gardens 12 Throgmorton Avenue London EC2N 2DL United Kingdom	U.K.
Christopher J. Meade	Senior Managing Director, Chief Legal Officer and General Counsel	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	U.S.
Gary S. Shedlin	Senior Managing Director and Chief Financial Officer	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	U.S.
Mark Wiedman	Senior Managing Director and Head of the Global Client Business	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	U.S.
Caroline Heller	Senior Managing Director and Global Head of Human Resources	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	U.S.
Marc Comerchero	Managing Director, Chief Accounting Officer and Global Controller	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	U.S.

Directors

<u>Name</u>	<u>Principal Occupation or Employment</u>	<u>Business Address</u>	<u>Citizenship</u>
Bader M. Alsaad	Arab Fund for Economic & Social Development – Chairman of the Board and Director General	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	Kuwait
Pamela Daley	General Electric Company – Former Senior Vice President of Corporate Business Development	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	U.S.
Laurence D. Fink	BlackRock, Inc. – Chairman and Chief Executive Officer	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	U.S.
William E. Ford	General Atlantic – Chairman and Chief Executive Officer	General Atlantic Park Avenue Plaza 55 East 52nd Street, 33 rd Fl New York, NY 10055	U.S.
Fabrizio Freda	The Estée Lauder Companies Inc. – President and Chief Executive Officer	Estée Lauder Companies 767 Fifth Avenue New York, NY 10153	Italy & U.S.
Murry S. Gerber	EQT Corporation – Former Executive Chairman, Chairman, President and Chief Executive Officer	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	U.S.
Margaret “Peggy” L. Johnson	Magic Leap, Inc. – Chief Executive Officer	Magic Leap 7500 W. Sunrise Blvd Plantation, FL 33322	U.S.
Robert S. Kapito	BlackRock, Inc. – President	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	U.S.
Cheryl D. Mills	BlackIvy Group LLC – Founder and Chief Executive Officer	BlackIvy Group LLC 2300 N Street NW Suite 630 Washington DC 20037	U.S.
Gordon M. Nixon	Royal Bank of Canada – Former President, Chief Executive Officer and Board Member	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	Canada
Kristin C. Peck	Zoetis Inc. – Chief Executive Officer	Zoetis Inc. 10 Sylvan Way Parsippany, NJ 07054	U.S.

Charles H. Robbins	Cisco Systems, Inc. – Chairman and Chief Executive Officer	Cisco Systems, Inc. 170 West Tasman Drive San Jose, CA 95134	U.S.
Marco Antonio Slim Domit	Grupo Financiero Inbursa, S.A.B. de C.V. – Chairman	Grupo Financiero Inbursa Av. Paseo de las Palmas, #736 Floor 1 Colonia Lomas de Chapultepec C.P. 11000, México D.F.	Mexico
Hans E. Vestberg	Verizon Communications Inc. – Chairman and Chief Executive Officer	Verizon Communications Inc. 1095 Avenue of the Americas New York, NY 10036	Sweden
Susan L. Wagner	BlackRock, Inc. – Former Vice Chairman	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	U.S.
Mark Wilson	Abacai – Co-Chairman and Chief Executive Officer	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	New Zealand