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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 20, 2023

Core Scientific, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40046
(Commission
File Number)

86-1243837
(IRS Employer
Identification No.)

210 Barton Springs Road, Suite 300
Austin, Texas
(Address of principal executive offices)

78704
(Zip Code)

Registrant's telephone number, including area code: (512) 402-5233

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	CORZQ	*
Warrants, exercisable for shares of common stock	CRZWQ	*

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 13(a) of the Exchange Act.

* The registrant's common stock and warrants began trading exclusively on the OTC Pink Marketplace on January 3, 2023 under the Symbols "CORZQ" and "CRZWQ," respectively.

As previously disclosed, on December 21, 2022, Core Scientific, Inc. (the “**Company**”) and certain of its affiliates (collectively, the “**Debtors**”) filed voluntary petitions (the “**Chapter 11 Cases**”) in the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”) seeking relief under Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors continue to operate their business and manage their properties as “debtors-in-possession” under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court. Additional information about the Chapter 11 Cases, including access to Court documents, is available online at cases.stretto.com/CoreScientific/, a website administered by Stretto, Inc., a third-party bankruptcy claims and noticing agent. The information on this web site is not incorporated by reference into, and does not constitute part of, this Form 8-K.

Also, as previously disclosed, on November 16, 2023, the Debtors filed the *Third Amended Joint Chapter 11 Plan of Reorganization of Core Scientific, Inc. and its Debtor Affiliates* (the “**Plan**”) and a related Disclosure Statement for the Plan (the “**Disclosure Statement**”) with the Bankruptcy Court.

Item 7.01 Regulation FD Disclosure.

On November 20, 2023, the Company issued a press release announcing the commencement of a rights offering of shares of the reorganized Company to all holders of record of shares of the Company's common stock (and certain other equity interests, including vested restricted stock units). A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "**Exchange Act**") or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

Cautionary Statement Regarding Forward-Looking Information

This Form 8-K includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "estimate," "plan," "project," "forecast," "intend," "will," "expect," "anticipate," "believe," "seek," "target" or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. The Company's actual results may differ materially from those anticipated in these forward-looking statements as a result of certain risks and other factors, which could include the following: risks and uncertainties relating to the Company's Chapter 11 Cases including but not limited to, the Company's ability to obtain Bankruptcy Court approval with respect to motions in its Chapter 11 Cases, successfully enter into and implement a restructuring plan, emerge from Chapter 11 and achieve significant cash flows from operations; the effects of the Chapter 11 Cases on the Company and on the interests of various constituents, Bankruptcy Court rulings in the Chapter 11 Cases and the outcome of the Chapter 11 Cases in general, the length of time the Company will operate under the Chapter 11 Cases, risks associated with any third-party motions in the Chapter 11 Cases, the potential adverse effects of the Chapter 11 Cases on the Company's liquidity or results of operations and increased legal and other professional costs necessary to execute the Company's reorganization; finalization and receipt of the replacement debtor-in-possession facility; satisfaction of any conditions to which the Company's debtor-in-possession financing is subject and the risk that these conditions may not be satisfied for various reasons, including for reasons outside of the Company's control; the consequences of the acceleration of the Company's debt obligations; the trading price and volatility of the Company's common stock and the risks related to trading on the OTC Pink Market; as well as other risk factors set forth in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission. These statements are provided for illustrative purposes only and are based on various assumptions, whether or not identified in this Current Report on Form 8-K, and on the current expectations of the Company's management. These forward-looking statements are not intended to serve, and must not be relied on by any investor, as a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and

circumstances are beyond the control of the Company. These forward-looking statements are subject to a number of risks and uncertainties, including those identified in the Company's reports filed with the U.S. Securities & Exchange Commission, and if any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit	Description
99.1	Press Release
104	Cover page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Core Scientific, Inc.

Date: November 20, 2023

By: /s/ Todd M. DuChene

Name: Todd M. DuChene

Title: Chief Legal Officer and Chief Administrative Officer



PRESS RELEASE
www.corescientific.com

Core Scientific, Inc. Announces

\$55 Million Equity Rights Offering

Holders of Existing Common Interests entitled to purchase pro rata portion of up to \$55 million shares of reorganized Core Scientific

AUSTIN, Texas, November 20, 2023 – **Core Scientific, Inc. (OTC: CORZQ)** (“Core Scientific” or the “Company”), a leader in high-performance blockchain computing data centers and software solutions, today announced the commencement of a rights offering (the “Rights Offering”) to all holders of record of shares of the Company’s common stock (and certain other equity interests, including vested restricted stock units) (“Existing Common Interests”) as of 5:00 p.m., New York City time, on November 16, 2023 (the “Record Date”). The Rights Offering is being conducted pursuant to the Third Amended Joint Chapter 11 Plan of Reorganization of Core Scientific, Inc. and its Debtor Affiliates (the “Plan”) and the related Disclosure Statement.

The Plan is the result of mediation and extensive negotiations that resulted in a Restructuring Support Agreement (the “RSA”) with certain of the Company’s key stakeholders, including an ad hoc group of the Company’s convertible note holders and the Official Committee of Equity Security Holders. The RSA provides for a global settlement of issues between the Company and the other parties to the RSA. The Company has also reached settlements with several other key creditors and, with conditional approval of the Disclosure Statement, is moving forward with solicitation of the Plan and a potential exit from bankruptcy in early 2024.

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The Plan, which incorporates the RSA settlements and is premised on a \$1.5 billion total enterprise value of reorganized Core Scientific, provides for a comprehensive restructuring of the Company's balance sheet and will strengthen the Company by substantially reducing its debt and preserving more than 270 jobs, as well as provide a meaningful recovery to the Company's existing shareholders. A key component of the Plan and source of needed liquidity is the Rights Offering.

On November 14, 2023, the U.S. Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court") approved, among other matters, procedures and related materials that will govern the terms of the Rights Offering (the "Rights Offering Procedures").

SUMMARY OF THE TERMS OF THE \$55 MILLION RIGHTS OFFERING:

- Each holder of Existing Common Interests will receive one subscription right for each Existing Common Interest held as of 5:00 p.m., New York City time on November 16, 2023, which is the Record Date.
- Each subscription right will entitle the holder to purchase 0.01734 shares of common stock of the reorganized Company following its emergence from the Chapter 11 cases (the "Rights Offering Shares"), at the anticipated subscription price of \$8.21710 per whole Rights Offering Share. The subscription price per whole Rights Offering Share may decrease, however, depending on (i) treatment elections by Core Scientific's miner equipment lenders ("Equipment Lender Elections") under the Plan and (ii) the extent to which the estimated disputed claims become allowed in Class 8 (General Unsecured Claims) and Class 11 (Section 510 Claims) in the Chapter 11 cases. In both instances, the number of Rights Offering Shares would increase, but the total subscription price paid would not change. Core Scientific's assumptions regarding Equipment Lender Elections and the estimated maximum amount of disputed claims are subject to change.

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- No fractional Rights Offering Share will be issued in the Rights Offering. Any fractional Rights Offering Shares created by exercise of Subscription Rights will be rounded down to the nearest whole share.
- The subscription rights and oversubscription rights (described below) are non-transferrable.
- The Rights Offering commenced on November 20, 2023.
- The Rights Offering expires at 5:00pm, New York City Time, on December 11, 2023.
- Holders of Existing Common Interests that hold such interests through a bank, broker, or other financial institution (a “Subscription Nominee”) in “street name” with the Depository Trust Company (“DTC”), must direct their Subscription Nominee to tender their Existing Common Interests through DTC’s Automated Tender Offer Program by 5:00pm, on December 11, 2023.
- Participation in the Rights Offering is optional for holders of Existing Common Interests, and the treatment of Existing Common Interests in the Chapter 11 cases, as described in the Plan and Disclosure Statement, will not be impacted by whether holders of Existing Common Interests participate in the Rights Offering or not.

The Rights Offering will include an over-subscription right to permit each holder that exercises its basic subscription rights in full to purchase additional Rights Offering Shares (if any) that remain unsubscribed at the expiration of the Rights Offering. If the aggregate subscriptions (basic subscriptions plus over-subscriptions) exceed the number of Rights Offering Shares offered in the Rights Offering, then the aggregate over-subscription amount will be pro-rated among the holders exercising their respective oversubscription rights based on the number of Rights Offering Shares each holder has subscribed pursuant to its exercise of oversubscription rights.

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In connection with the Rights Offering, as of November 17, 2023, the Company entered into a backstop commitment letter with several parties, including certain Core Scientific equity holders. Under the backstop commitment letter, parties have agreed, in the aggregate, to purchase up to \$37.1 million of Rights Offering Shares (the “Backstop Commitment”) if the Rights Offering does not raise funds equal to, or in excess of the Backstop Commitment. The backstop commitment letter is subject to customary terms and conditions, including a backstop commitment premium payable in shares of common stock of the Company following its emergence from Chapter 11.

The terms of the Rights Offering and the information presented herein anticipates that in connection with the reorganization described in the Plan and Disclosure Statement, holders of Existing Common Interests will receive a number of new shares of Core Scientific in exchange for their Existing Common Interests that is expected to be 1/25th of the number of shares held on November 20, 2023 (such ratio is subject to change). Core Scientific’s current share price (OTC: CORZQ) does not reflect the reorganization of the Company as described in the Plan and Disclosure Statement, including the Rights Offering described therein, and is not expected to be indicative of reorganized Core Scientific’s post-emergence share price.

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The information herein is not complete and is subject to change. This press release does not constitute an offer to sell or the solicitation of an offer to buy any of the subscription rights, Rights Offering Shares or any other securities, nor will there be any sale of the subscription rights, oversubscription rights, Rights Offering Shares or any other securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful. This press release is not an offering. For any questions or further information about the rights offering, or to obtain a copy of the Rights Offering Procedures, Plan or Disclosure Statement, each as amended and supplemented, please contact Stretto, Inc. which will be acting as the subscription agent for the Rights Offering, at (888) 317-1417 (Domestic) or (929) 399-0959 (International) or via email at CSRightsOffer@stretto.com.

Additional information about the Rights Offering is available in the Rights Offering Procedures, the Plan and the related Disclosure Statement, each as amended and supplemented, which have been filed with the Bankruptcy Court and made available at the Company's restructuring website at <https://cases.stretto.com/corescientific/>.

ABOUT CORE SCIENTIFIC

Core Scientific (OTC: CORZQ) is one of the largest blockchain computing data center providers and miners of digital assets in North America. Core Scientific has operated blockchain computing data centers in North America since 2017, using its facilities and intellectual property portfolio for colocated digital asset mining and self-mining. Core Scientific operates data centers in Georgia, Kentucky, North Carolina, North Dakota and Texas. Core Scientific's proprietary Minder® fleet management software combines the Company's colocation expertise with data analytics to deliver maximum uptime, alerting, monitoring and management of all miners in the Company's network. To learn more, visit <http://www.corescientific.com>.

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FORWARD LOOKING STATEMENTS AND EXPLANATORY NOTES

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “estimate,” “plan,” “project,” “forecast,” “intend,” “will,” “expect,” “anticipate,” “believe,” “seek,” “target” or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, those related to the Company’s capital structure upon emergence from the Chapter 11 cases. These statements are provided for illustrative purposes only and are based on various assumptions, whether or not identified in this press release, and on the current expectations of the Company’s management. These forward-looking statements are not intended to serve, and must not be relied on by any investor, as a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of the Company. These forward-looking statements are subject to a number of risks and uncertainties, including, but not limited to, the Company’s ability to obtain bankruptcy court approval with respect to motions in its Chapter 11 cases, successfully enter into and implement a restructuring plan, emerge from Chapter 11 and achieve significant cash flows from operations; the effects of the Chapter 11 cases on the Company and on the interests of various constituents, bankruptcy court rulings in the Chapter 11 cases and the outcome of the Chapter 11 cases in general, the length of time the Company will operate under the Chapter 11 cases, risks associated with any third-party motions in the Chapter 11 cases, the potential adverse effects of the Chapter 11 cases on the Company’s liquidity or results of operations and increased legal and other professional costs necessary to execute the Company’s reorganization; satisfaction of any conditions to which the Company’s debtor-in-possession financing is subject and the risk that these conditions may not be satisfied for various reasons, including for reasons outside of the Company’s control; the consequences of the acceleration of the Company’s debt obligations; the trading price and volatility of the Company’s common stock as well as

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other risk factors set forth in the Company's reports filed with the U.S. Securities & Exchange Commission. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Please follow us on:



<https://www.linkedin.com/company/corescientific/>

https://twitter.com/core_scientific

CONTACTS

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