

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>DUCHENE TODD M</u> (Last) (First) (Middle) <u>C/O CORE SCIENTIFIC, INC.</u> <u>106 EAST 6TH STREET, SUITE 900-145</u> (Street) <u>AUSTIN TX 78701</u> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, GC and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/13/2022</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	06/13/2022		A		3,200,304 ⁽¹⁾	A	\$0.00	3,200,304	D	
Common Stock	06/13/2022		F		542,842 ⁽²⁾	D	\$2.02	2,657,462	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 restricted stock unit ("RSU") grants. These RSU grants previously were subject to milestone and time vesting. On June 13, 2022, the board of directors of the Issuer removed the milestone requirement. 1,566,830 of the RSUs vested immediately upon the removal of the milestone requirement; 333,352 will vest in monthly installments commencing on July 1, 2022; 200,018 will vest in 2 equal installments on June 12, 2022 and June 12, 2023; 300,028 will vest in 3 equal installments on January 1, 2023, January 1, 2024 and January 1, 2025; and 800,076 will vest in 4 equal annual installments commencing on June 24, 2022, provided that the Reporting Person continues to provide service to the Issuer on each vesting date.
- Represents shares withheld to satisfy withholding tax obligations upon the vesting of RSUs.

Remarks:

/s/ Jason Minio, Attorney-in-Fact 06/16/2022

** 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.