

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)*

Applied Digital Corporation

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

038169207

(CUSIP Number)

06/10/2025

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 038169207

1	Names of Reporting Persons CoreWeave, Inc.
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 0.0 %	
12	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person: The percentage in Row 11 is calculated in accordance with Rule 13(d)-3(d)(1)(i) promulgated under the Exchange Act of 1934, as amended, and based on an aggregate total of 224,717,713 shares of the Issuer's Common Stock outstanding as of April 11, 2025, as reported by the Issuer in its Quarterly Report filed on Form 10-Q for the period ended February 28, 2025, filed with the Securities and Exchange Commission on April 14, 2025.

SCHEDULE 13G

Item 1.

(a) **Name of issuer:**

Applied Digital Corporation

(b) **Address of issuer's principal executive offices:**

3811 Turtle Creek Boulevard, Suite 2100, Dallas, TX, 75219.

Item 2.

(a) **Name of person filing:**

CoreWeave, Inc., a Delaware corporation (the "Reporting Person")

(b) **Address or principal business office or, if none, residence:**

290 West Mt. Pleasant Avenue, Suite 4100
Livingston, NJ 07039

(c) **Citizenship:**

The Reporting Person is incorporated in the State of Delaware, U.S.A.

(d) **Title of class of securities:**

Common Stock, par value \$0.001 per share

(e) **CUSIP No.:**

038169207

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

Reference to "beneficial ownership" of securities for purposes of this statement on Schedule 13G, amendment number 1 (this "Statement") shall be understood to refer to beneficial ownership as that term is defined in Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

As of June 10, 2025 (the "Event Date"), the date as of which the Reporting Person became obligated to file this Statement, the Reporting Person may be deemed to directly or indirectly beneficially own no securities of the Issuer and no shares of the Issuer's Common Stock.

(b) Percent of class:

As of the Event Date, the Reporting Person was deemed to directly or indirectly beneficially own 0.0% of the Issuer's Common Stock.

The aforementioned percentage was calculated in accordance with Rule 13(d)-3(d)(1)(i) promulgated under the Exchange Act and based on an aggregate total of 224,717,713 shares of the Issuer's Common Stock outstanding as of April 11, 2025, as reported by the Issuer in its Quarterly Report filed on Form 10-Q for the period ended February 28, 2025, filed with the SEC on April 14, 2025. %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

0

Item 5. Ownership of 5 Percent or Less of a Class.

☒ Ownership of 5 percent or less of a class

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

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.

CoreWeave, Inc.

Signature: /s/ Kristen McVeety

Name/Title: Kristen McVeety/General Counsel and Secretary

Date: 06/12/2025