**Form 4**

**United States Securities and Exchange Commission**

Washington, D.C. 20549

**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

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1. **Name and Address of Reporting Person**

   Holmes Marc

   C/O HashiCorp, Inc.

   101 Second Street, Suite 700

   San Francisco, CA 94105

2. **Issuer Name and Ticker or Trading Symbol**

   HashiCorp, Inc. (HCP)

3. **Date of Earliest Transaction (Month/Day/Year)**

   12/13/2021

4. **If Amendment, Date of Original Filed (Month/Day/Year)**

   12/13/2021

5. **Relationship of Reporting Person(s) to Issuer (Check all applicable)**

   - X Director (give title below)
   - 10% Owner
   - Other (specify below)

   Chief Marketing Officer

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/13/2021</td>
<td>D</td>
<td>(1) 138,400 (2)</td>
<td>(1) 95,000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/13/2021</td>
<td>D</td>
<td>(1) 95,000 (2)</td>
<td>(1) 0</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price (Instr. 4)</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 4)</th>
<th>5. Number of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>6. Date Exercisable or Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(3)</td>
<td>12/13/2021</td>
<td>f(1)</td>
<td>138,400</td>
<td>(4) 138,400</td>
<td>Restricted Stock Units (D) 138,400</td>
<td>138,400</td>
<td>138,400</td>
<td>D</td>
<td>Restricted Stock Units</td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(3)</td>
<td>12/13/2021</td>
<td>f(1)</td>
<td>95,000</td>
<td>(4) 95,000</td>
<td>Restricted Stock Units (D) 95,000</td>
<td>95,000</td>
<td>95,000</td>
<td>D</td>
<td>Restricted Stock Units</td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$5.315</td>
<td>12/13/2021</td>
<td>f(1)</td>
<td>314,000</td>
<td>(7) 02/28/2029</td>
<td>Employee Stock Option (right to buy) (D) 314,000</td>
<td>314,000</td>
<td>0</td>
<td>D</td>
<td>Employee Stock Option (right to buy)</td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$5.315</td>
<td>12/13/2021</td>
<td>f(1)</td>
<td>314,000</td>
<td>(7) 02/28/2029</td>
<td>Employee Stock Option (right to buy) (D) 314,000</td>
<td>314,000</td>
<td>314,000</td>
<td>D</td>
<td>Employee Stock Option (right to buy)</td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$5.695</td>
<td>12/13/2021</td>
<td>f(1)</td>
<td>100,000</td>
<td>(8) 07/23/2029</td>
<td>Employee Stock Option (right to buy) (D) 100,000</td>
<td>100,000</td>
<td>100,000</td>
<td>D</td>
<td>Employee Stock Option (right to buy)</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock was automatically reclassified into one share of Class A Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.

2. The shares are represented by restricted stock units, or RSUs.

3. Each RSU represents a contingent right to receive one share of Issuer Class B Common Stock.

4. The RSUs vest as to 25% on January 31, 2022 and the remaining shares vest in twelve equal quarterly installments beginning on March 20, 2022.

5. Each RSU represents a contingent right to receive one share of Issuer Class A Common Stock.

6. The RSUs vest as to 50% on December 9, 2023 and the remaining shares vest in eight equal quarterly installments beginning on December 20, 2023.

7. The shares underlying the option vested as to 25% of the total shares on February 19, 2020 and the remaining shares vest in 36 equal monthly installments thereafter.

8. The shares underlying the option vested as to 25% of the total shares on February 19, 2020 and the remaining shares vest in 36 equal monthly installments thereafter.

9. The RSUs vest as to 50% on December 9, 2023 and the remaining shares vest in eight equal quarterly installments beginning on December 20, 2023.

10. The shares underlying the option vested as to 25% of the total shares on February 19, 2020 and the remaining shares vest in 36 equal monthly installments thereafter.

**Remarks:**

/s/ Paul Warensey, by power of attorney, 12/15/2021

**Signature of Reporting Person**

Date

**Note:** Fill 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.

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).
