

| OMB APPROVAL | |
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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

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

| | | | |
|---|---|---|--|
| 1. Name and Address of Reporting Person* <u>Holmes Marc</u> <hr/> (Last) (First) (Middle) <u>C/O HASHICORP, INC.</u> <u>101 SECOND STREET, SUITE 700</u> <hr/> (Street) <u>SAN FRANCISCO CA 94105</u> <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>HashiCorp, Inc. [HCP]</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>Chief Marketing Officer</u> | |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2021</u> | | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |

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 | 12/13/2021 | | J ⁽¹⁾ | | 138,400 ⁽²⁾ | D | (1) | 95,000 ⁽²⁾ | D | | |
| Common Stock | 12/13/2021 | | J ⁽¹⁾ | | 95,000 ⁽²⁾ | D | (1) | 0 | 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 | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (3) | 12/13/2021 | | J ⁽¹⁾ | | 138,400 | | (4) | (4) | Class B Common Stock | 138,400 | (1) | 138,400 | D | |
| Restricted Stock Units | (5) | 12/13/2021 | | J ⁽⁴⁾ | | 95,000 | | (6) | (6) | Class A Common Stock | 95,000 | (4) | 95,000 | D | |
| Employee Stock Option (right to buy) | \$5.315 | 12/13/2021 | | J ⁽¹⁾ | | 314,000 | | (7) | 02/28/2029 | Common Stock | 314,000 | (1) | 0 | D | |
| Employee Stock Option (right to buy) | \$5.315 | 12/13/2021 | | J ⁽¹⁾ | | 314,000 | | (7) | 02/28/2029 | Class B Common Stock | 314,000 | (1) | 314,000 | D | |
| Employee Stock Option (right to buy) | \$5.695 | 12/13/2021 | | J ⁽¹⁾ | | 100,000 | | (8) | 07/23/2029 | Common Stock | 100,000 | (1) | 0 | D | |
| Employee Stock Option (right to buy) | \$5.695 | 12/13/2021 | | J ⁽¹⁾ | | 100,000 | | (8) | 07/23/2029 | Class B Common Stock | 100,000 | (1) | 100,000 | D | |

Explanation of Responses:

- 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.
- The shares are represented by restricted stock units, or RSUs.
- Each RSU represents a contingent right to receive one share of Issuer Class B Common Stock.
- 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.
- Each RSU represents a contingent right to receive one share of Issuer Class A Common Stock.
- 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.
- 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.
- 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 Warensky, by power of attorney 12/15/2021

** 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.

