SEC Form 4

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

1. Name and Address of Reporting Person* Zarmi Sigal	2. Issuer Name **and** Ticker or Trading Symbol HashiCorp, Inc. [HCP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O HASHICORP, INC. 101 SECOND STREET, SUITE 700	3. Date of Earliest Transaction (Month/Day/Year) 06/20/2022	X Director 10% Owner Officer (give title below) Other (specify below)
(Street) SAN FRANCISCO CA 94105	4. If Amendment, Date of Original Filed (Month/Day/Year) 06/22/2022	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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			
Class A Common Stock	06/20/2022		M		162	A	$0.00	323	D	
Class A Common Stock	06/20/2022		C		3,125	A	(1)	3,448	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				
Class B Common Stock	(1)	06/20/2022		C		3,125		(1)	(1)	Class A Common Stock	3,125	$0.00	15,625	D	
Class B Common Stock	(1)	06/20/2022		C			3,125	(1)	(1)	Class A Common Stock	3,125	$0.00	12,500	D	

Explanation of Responses:

1. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

Remarks:

This amendment on Form 4 is filed to correct: (i) the amount of shares acquired in Row 1, Column 4 by one share of Class A Common Stock; (ii) the transaction date reported in Row 1, Column 3 of Table II which was previously reported as March 20, 2022 and (iii) the transaction code in Row 1, Column 4 which was previously reported as M. This Form 4 also includes the conversion of shares of Class B Common Stock to shares of Class A Common Stock which were omitted from the Form 4 filed on June 22, 2022.

/s/ Paul Warenski, by power of attorney   12/22/2022

** Signature of Reporting Person   Date