

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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>Solomon Glenn</u> (Last) (First) (Middle) 3000 SAND HILL ROAD BUILDING 4, SUITE 230 (Street) MENLO CA 94025 PARK (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/08/2021	3. Issuer Name and Ticker or Trading Symbol <u>HashiCorp, Inc.</u> [HCP]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	2,134,400	I	See footnote ⁽²⁾
Common Stock ⁽¹⁾	1,133,314	I	See footnote ⁽³⁾
Common Stock ⁽¹⁾	41,590	I	See footnote ⁽⁴⁾
Common Stock ⁽¹⁾	576,298	I	See footnote ⁽⁵⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(6)	(6)	Common Stock ⁽¹⁾	2,285,216	(6)	I	See footnote ⁽³⁾
Series A Convertible Preferred Stock	(6)	(6)	Common Stock ⁽¹⁾	83,870	(6)	I	See footnote ⁽⁴⁾
Series B Convertible Preferred Stock	(7)	(7)	Common Stock ⁽¹⁾	15,223,956	(7)	I	See footnote ⁽³⁾
Series B Convertible Preferred Stock	(7)	(7)	Common Stock ⁽¹⁾	558,720	(7)	I	See footnote ⁽⁴⁾
Series C Convertible Preferred Stock	(8)	(8)	Common Stock ⁽¹⁾	2,067,482	(8)	I	See footnote ⁽²⁾
Series C Convertible Preferred Stock	(8)	(8)	Common Stock ⁽¹⁾	2,344,436	(8)	I	See footnote ⁽³⁾
Series C Convertible Preferred Stock	(8)	(8)	Common Stock ⁽¹⁾	86,040	(8)	I	See footnote ⁽⁴⁾
Series D Convertible Preferred Stock	(9)	(8)	Common Stock ⁽¹⁾	2,075,184	(9)	I	See footnote ⁽²⁾
Series E Convertible Preferred Stock	(10)	(10)	Common Stock ⁽¹⁾	864,448	(10)	I	See footnote ⁽¹¹⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series E Convertible Preferred Stock	(10)	(10)	Common Stock ⁽¹⁾	259,334	(10)	I	See footnote ⁽⁵⁾

Explanation of Responses:

- Immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock, each share of Common Stock shall be reclassified into one share of Class B Common Stock.
- The shares are held of record by GGV Capital Select L.P. (GGV Select LP). As a managing member of GGV Capital Select L.L.C. (GGV Select LLC), the General Partner of GGV Select LP, the reporting person may be deemed to have voting and dispositive power over the shares held by GGV Select LP. The reporting person disclaims beneficial ownership of such shares, except to the extent of his proportionate pecuniary interest therein.
- The shares are held of record by GGV Capital V L.P. (GGV V LP). As a managing member of GGV Capital V L.L.C. (GGV V LLC), the General Partner of GGV V LP, the reporting person may be deemed to have voting and dispositive power over the shares held by GGV V LP. The reporting person disclaims beneficial ownership of such shares, except to the extent of his proportionate pecuniary interest therein.
- The shares are held of record by GGV Capital V Entrepreneurs Fund L.P. (GGV Entrepreneurs). As a managing member of GGV V LLC, the General Partner of GGV Entrepreneurs, the reporting person may be deemed to have voting and dispositive power over the shares held by GGV Entrepreneurs. The reporting person disclaims beneficial ownership of such shares, except to the extent of his proportionate pecuniary interest therein.
- The shares are held of record by GGV VII Plus Investments, L.L.C. (GGV Plus Investments). As a managing member of GGV Capital VII Plus L.L.C. (GGV Capital VII Plus), the Manager of GGV Plus Investments, the reporting person may be deemed to have voting and dispositive power over the shares held by GGV Plus Investments. The reporting person disclaims beneficial ownership of such shares, except to the extent of his proportionate pecuniary interest therein.
- Each share of Series A Convertible Preferred Stock shall automatically convert into Common Stock on a one-to-one basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock and has no expiration date.
- Each share of Series B Convertible Preferred Stock shall automatically convert into Common Stock on a one-to-one basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock and has no expiration date.
- Each share of Series C Convertible Preferred Stock shall automatically convert into Common Stock on a one-to-one basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock and has no expiration date.
- Each share of Series D Convertible Preferred Stock shall automatically convert into Common Stock on a one-to-one basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock and has no expiration date.
- Each share of Series E Convertible Preferred Stock shall automatically convert into Common Stock on a one-to-one basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock and has no expiration date.
- The shares are held of record by GGV VII Investments, L.L.C. (GGV VII Investments). As a managing member of GGV Capital VII L.L.C. (GGV Capital VII), the Manager of GGV VII Investments, the reporting person may be deemed to have voting and dispositive power over the shares held by GGV VII Investments. The reporting person disclaims beneficial ownership of such shares, except to the extent of his proportionate pecuniary interest therein.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Paul Warenski, by
power of attorney.

** Signature of Reporting
Person

12/08/2021

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 5 (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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of HashiCorp, Inc. (the "Company"), hereby constitutes and appoints Paul Warenski, Jeff Schmidt, and Werner Schwock and each of them, as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
3. do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of November, 2021.

Signature: /s/ Glenn Solomon

Print Name: Glenn Solomon