

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>GGV Capital V L.L.C.</u> | 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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____ |
| (Last) _____ (First) _____ (Middle) _____ <u>3000 SAND HILL ROAD</u> <u>BUILDING 4, SUITE 230</u> | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/13/2023</u> | 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 |
| (Street) <u>MENLO PARK CA 94025</u> | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| (City) _____ (State) _____ (Zip) _____ | Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | |

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 | 06/13/2023 | | C | | 2,098,692 | A | \$0.00 ⁽¹⁾ | 2,098,692 | I | By GGV Capital V L.P. ⁽²⁾ |
| Class A Common Stock | 06/13/2023 | | C | | 77,022 | A | \$0.00 ⁽¹⁾ | 77,022 | I | By GGV Capital V Entrepreneurs Fund L.P. ⁽³⁾ |
| Class A Common Stock | 06/13/2023 | | J ⁽⁴⁾ | | 2,098,692 | D | \$0.00 | 0 | I | By GGV Capital V L.P. ⁽²⁾ |
| Class A Common Stock | 06/13/2023 | | J ⁽⁵⁾ | | 77,022 | D | \$0.00 | 0 | I | By GGV Capital V Entrepreneurs Fund L.P. ⁽³⁾ |
| Class A Common Stock | 06/13/2023 | | J ⁽⁶⁾ | | 485,230 | A | \$0.00 | 682,846 | D ⁽⁷⁾ | |
| Class A Common Stock | 06/13/2023 | | J ⁽⁸⁾ | | 426,145 | D | \$0.00 | 256,701 | D ⁽⁷⁾ | |

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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Class B Common Stock | ⁽¹⁾ | 06/13/2023 | | C | | 2,098,692 | ⁽⁹⁾ | ⁽⁹⁾ | Class A Common Stock | 2,098,692 | ⁽⁹⁾ | 11,542,808 | I | By GGV Capital V L.P. ⁽²⁾ |
| Class B Common Stock | ⁽¹⁾ | 06/13/2023 | | C | | 77,022 | ⁽⁹⁾ | ⁽⁹⁾ | Class A Common Stock | 77,022 | ⁽⁹⁾ | 423,621 | I | By GGV Capital V Entrepreneurs Fund L.P. ⁽³⁾ |

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|---|
| 1. Name and Address of Reporting Person* <u>GGV Capital V L.L.C.</u> |
| (Last) _____ (First) _____ (Middle) _____ <u>3000 SAND HILL ROAD</u> <u>BUILDING 4, SUITE 230</u> |
| (Street) <u>MENLO PARK CA 94025</u> |
| (City) _____ (State) _____ (Zip) _____ |
| 1. Name and Address of Reporting Person* <u>GGV Capital V L.P.</u> |

| | | |
|--|---------|----------|
| (Last) | (First) | (Middle) |
| 3000 SAND HILL ROAD BUILDING 4, SUITE 230 | | |
| | | |
| (Street) | | |
| MENLO PARK | CA | 94025 |
| | | |
| (City) | (State) | (Zip) |

1. Name and Address of Reporting Person*

GGV Capital V Entrepreneurs Fund L.P.

| | | |
|--|---------|----------|
| (Last) | (First) | (Middle) |
| 3000 SAND HILL ROAD BUILDING 4, SUITE 230 | | |
| | | |
| (Street) | | |
| MENLO PARK | CA | 94025 |
| | | |
| (City) | (State) | (Zip) |

Explanation of Responses:

1. Each share of Class B Common Stock was converted into one share of Class A Common Stock for no additional consideration at the option of the Reporting Person and had no expiration date.
2. The shares are held of record by GGV Capital V L.P. ("GGV V LP"). GGV Capital V L.L.C. ("GGV V LLC") serves as the general partner of GGV V LP and may be deemed to have voting and dispositive power over the shares held by GGV V LP. GGV V LLC disclaims beneficial ownership of such shares, except to the extent of its proportionate pecuniary interest therein.
3. The shares are held of record by GGV Capital V Entrepreneurs Fund L.P. ("GGV Entrepreneurs"). GGV V LLC serves as the general partner of GGV Entrepreneurs and may be deemed to have voting and dispositive power over the shares held by GGV Entrepreneurs. GGV V LLC disclaims beneficial ownership of such shares, except to the extent of its proportionate pecuniary interest therein.
4. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by GGV V LP to its general partner and limited partners without additional consideration.
5. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by GGV Entrepreneurs to its limited partners without additional consideration.
6. Represents receipt of shares in the distribution in kind described in footnote (4).
7. The shares are held of record by GGV V LLC.
8. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by GGV V LLC to its members without additional consideration.
9. Each share of Class B Common Stock is convertible at any time into Class A Common Stock on a one-to-one basis at the Reporting Person's election and has no expiration date.

Remarks:

GGV Capital V L.L.C., by /s/ Glenn Solomon, Managing Director 06/15/2023

GGV Capital V L.P., by GGV Capital V L.L.C., its General Partner, by /s/ Glenn Solomon, Managing Director 06/15/2023

GGV Capital V Entrepreneurs Fund L.P., by GGV Capital V L.L.C., its General Partner, by /s/ Glenn Solomon, Managing Director 06/15/2023

** 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.