

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>MAYFIELD XIV, A CAYMAN ISLANDS EXEMPTED LIMITED PARTNERSHIP</u> (Last) (First) (Middle) <u>2484 SAND HILL ROAD</u> (Street) <u>MENLO PARK CA 94025</u> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/02/2023</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
	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			

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)	06/02/2023		J ⁽²⁾			2,873,395	(1)	(1)	Class A Common Stock	2,873,395	\$0.00	11,493,581	I	Mayfield XIV, a Cayman Islands Exempted Limited Partnership ⁽⁴⁾
Class B Common Stock	(1)	06/02/2023		J ⁽³⁾			312,102	(1)	(1)	Class A Common Stock	312,102	\$0.00	1,248,406	I	Mayfield Select, a Cayman Islands Exempted Limited Partnership ⁽⁵⁾
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	345,778		345,778	I	MF Leaders H-E, L.P. ⁽⁶⁾

1. Name and Address of Reporting Person* <u>MAYFIELD XIV, A CAYMAN ISLANDS EXEMPTED LIMITED PARTNERSHIP</u> (Last) (First) (Middle) <u>2484 SAND HILL ROAD</u> (Street) <u>MENLO PARK CA 94025</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Mayfield XIV Management (EGP), L.P.</u> (Last) (First) (Middle) <u>2484 SAND HILL ROAD</u> (Street) <u>MENLO PARK CA 94025</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Mayfield XIV Management (UGP), Ltd.</u>

(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

1. Name and Address of Reporting Person^{*}
MAYFIELD SELECT, A CAYMAN ISLANDS EXEMPTED LIMITED PARTNERSHIP

(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

1. Name and Address of Reporting Person^{*}
Mayfield Select Management (EGP), L.P.

(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

1. Name and Address of Reporting Person^{*}
Mayfield Select Management (UGP), Ltd.

(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

1. Name and Address of Reporting Person^{*}
MF Leaders H-E, L.P.

(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

1. Name and Address of Reporting Person^{*}
MF Leaders Management, L.L.C.

(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

Explanation of Responses:

1. 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.
2. Represents a pro-rata distribution in-kind by Mayfield XIV, a Cayman Islands Exempted Limited Partnership, or MF XIV, to its partners for no consideration.
3. Represents a pro-rata distribution in-kind by Mayfield Select, a Cayman Islands Exempted Limited Partnership, or MF Select, to its partners for no consideration.
4. Mayfield XIV Management (UGP), Ltd., a Cayman Islands Exempted Company (MF XIV UGP), is the general partner of Mayfield XIV Management (EGP), L.P., a Cayman Islands Exempted Limited Partnership (MF XIV EGP), which is the general partner of Mayfield XIV, a Cayman Islands Exempted Limited Partnership (MF XIV). Rajeev Batra, Navin Chaddha, and Urshit Parikh, the directors of MF XIV UGP, may be deemed to share beneficial ownership of the shares owned by MF XIV, but each of the individuals disclaims such beneficial ownership.
5. Mayfield Select Management (UGP), Ltd., a Cayman Islands Exempted Company (MF Select UGP), is the general partner of Mayfield Select Management (EGP), L.P., a Cayman Islands Exempted Limited Partnership (MF Select EGP), which is the general partner of Mayfield Select, a Cayman Islands Exempted Limited Partnership (MF Select). Messrs. Batra, Chaddha, and Parikh, the directors of MF Select UGP, may be deemed to share beneficial ownership of the shares owned by MF Select, but each of the individuals disclaims such beneficial ownership.
6. MF Leaders Management, L.L.C. (MF Leaders GP) is the general partner of MF Leaders H-E, L.P. (MF Leaders). Mr. Chaddha, the sole member of MF Leaders GP, may be deemed to share beneficial ownership of the shares owned by MF Leaders, but disclaims such beneficial ownership.

Remarks:

<u>MAYFIELD XIV, a Cayman Islands Exempted Limited Partnership By: MAYFIELD XIV MANAGEMENT (EGP), L.P., its General Partner By: MAYFIELD XIV MANAGEMENT (UGP), LTD., its General Partner By: /s/ Paul Kohli, Authorized Signatory.</u>	<u>06/05/2023</u>
<u>MAYFIELD XIV MANAGEMENT (EGP), L.P. By: MAYFIELD XIV MANAGEMENT (UGP), LTD., its General Partner By: /s/ Paul Kohli, Authorized Signatory.</u>	<u>06/05/2023</u>
<u>MAYFIELD XIV MANAGEMENT (UGP), LTD. By: /s/ Paul Kohli, Authorized Signatory.</u>	<u>06/05/2023</u>
<u>MAYFIELD SELECT, a Cayman Islands Exempted Limited Partnership By: MAYFIELD SELECT MANAGEMENT (EGP), L.P., its General Partner By: MAYFIELD SELECT MANAGEMENT (UGP), LTD., its General Partner By: /s/ Paul Kohli, Authorized Signatory.</u>	<u>06/05/2023</u>
<u>MAYFIELD SELECT MANAGEMENT (EGP), L.P. By: MAYFIELD SELECT MANAGEMENT (UGP), LTD., its General Partner By: /s/ Paul Kohli, Authorized Signatory.</u>	<u>06/05/2023</u>
<u>MAYFIELD SELECT MANAGEMENT (UGP), LTD. By: /s/ Paul Kohli, Authorized Signatory.</u>	<u>06/05/2023</u>
<u>MF LEADERS H-E, L.P., a Delaware limited partnership By: MF Leaders Management, L.L.C., its General Partner By: /s/ Paul Kohli, Authorized Signatory.</u>	<u>06/05/2023</u>
<u>MF Leaders Management, L.L.C. By: /s/ Paul Kohli, Authorized Signatory.</u>	<u>06/05/2023</u>

** Signature of Reporting Person	Date
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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.