

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIESFiled 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>GGV Capital V L.L.C.</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) 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) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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)	(9)	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⁾

1. Name and Address of Reporting Person*

GGV Capital V L.L.C.

(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 Select L.L.C.

(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 Select L.P.

(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 L.P.

(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		
<hr/>		
(Street) MENLO PARK CA 94025		
<hr/>		
(City)	(State)	(Zip)

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

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

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

Explanation of Responses:

1. 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.
2. The shares are held of record by GGV Capital Select L.P. (GGV Select LP). GGV Capital Select L.L.C. (GGV Select LLC) serves as the General Partner of GGV Select LP and may be deemed to have voting and dispositive power over the shares held by GGV Select LP. GGV Select 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 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.
4. 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.

5. The shares are held of record by GGV VII Plus Investments, L.L.C. (GGV Plus Investments). GGV Capital VII Plus L.L.C. (GGV Capital VII Plus) is the Manager of GGV Plus Investments and may be deemed to have voting and dispositive power over the shares held by GGV Plus Investments. GGV Capital VII Plus disclaims beneficial ownership of such shares, except to the extent of its proportionate pecuniary interest therein.

6. 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.

7. 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.

8. 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.

9. 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.

10. 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.

11. The shares are held of record by GGV VII Investments, L.L.C. (GGV VII Investments). GGV Capital VII L.L.C. (GGV Capital VII) is the Manager of GGV VII Investments and may be deemed to have voting and dispositive power over the shares held by GGV VII Investments. GGV Capital VII disclaims beneficial ownership of such shares, except to the extent of its proportionate pecuniary interest therein.

Remarks:

	<u>GGV Capital Select L.L.C., by /s/ Glenn Solomon, Managing Director</u>	<u>12/08/2021</u>
	<u>GGV Capital Select L.P., by GGV Capital Select L.L.C., its General Partner, by /s/ Glenn Solomon, Managing Director</u>	<u>12/08/2021</u>
	<u>GGV Capital V L.L.C., by /s/ Glenn Solomon, Managing Director</u>	<u>12/08/2021</u>
	<u>GGV Capital V L.P., by GGV Capital V L.L.C., its General Partner, by /s/ Glenn Solomon, Managing Director</u>	<u>12/08/2021</u>
	<u>GGV Capital V Entrepreneurs Fund L.P., by GGV Capital V L.L.C., its General Partner, by /s/ Glenn Solomon, Managing Director</u>	<u>12/08/2021</u>
	<u>GGV Capital VII Plus L.L.C., by /s/ Glenn Solomon, Managing Director</u>	<u>12/08/2021</u>
	<u>GGV VII Plus Investments, L.L.C., by GGV Capital VII Plus L.L.C., its Manager, by /s/ Glenn Solomon, Managing Director</u>	<u>12/08/2021</u>
	<u>GGV Capital VII L.L.C., by /s/ Glenn Solomon, Managing Director</u>	<u>12/08/2021</u>
	<u>GGV VII Investments, L.L.C., by GGV Capital VII L.L.C., its Manager, by /s/ Glenn Solomon, Managing Director</u>	<u>12/08/2021</u>
	** 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 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.