

OMB APPROVAL	
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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>Dadgar Armon</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Technology Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O HASHICORP, INC. 101 SECOND STREET, SUITE 700			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN FRANCISCO CA 94105								
(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			
Common Stock	12/13/2021		j ⁽¹⁾		657,842 ⁽²⁾	D	(1)	285,000 ⁽³⁾	D	
Common Stock	12/13/2021		j ⁽⁴⁾		285,000 ⁽³⁾	D	(4)	0	D	
Common Stock	12/13/2021		j ⁽¹⁾		15,209,288	D	(1)	0	I	See footnote ⁽⁵⁾
Common Stock	12/13/2021		j ⁽¹⁾		2,339,030	D	(1)	0	I	See footnote ⁽⁶⁾
Common Stock	12/13/2021		j ⁽¹⁾		700,000	D	(1)	0	I	See footnote ⁽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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(8)	12/13/2021		j ⁽¹⁾		480,916		(8)	(8)	Class A Common Stock	480,916	(1)	480,916	D	
Class B Common Stock	(8)	12/13/2021		j ⁽¹⁾		15,209,288		(8)	(8)	Class A Common Stock	15,209,288	(1)	15,209,288	I	See footnote ⁽⁵⁾
Class B Common Stock	(8)	12/13/2021		j ⁽¹⁾		2,339,030		(8)	(8)	Class A Common Stock	2,339,030	(1)	2,339,030	I	See footnote ⁽⁶⁾
Class B Common Stock	(8)	12/13/2021		j ⁽¹⁾		700,000		(8)	(8)	Class A Common Stock	700,000	(1)	700,000	I	See footnote ⁽⁷⁾
Restricted Stock Units	(9)	12/13/2021		j ⁽¹⁾		73,126		(10)	(10)	Class B Common Stock	73,126	(1)	73,126	D	
Restricted Stock Units	(9)	12/13/2021		j ⁽¹⁾		103,800		(11)	(11)	Class B Common Stock	103,800	(1)	103,800	D	
Restricted Stock Units	(12)	12/13/2021		j ⁽⁴⁾		285,000		(13)	(13)	Class A Common Stock	285,000	(4)	285,000	D	
Employee Stock Option (right to buy)	\$1.03	12/13/2021		j ⁽¹⁾		209,792		(14)	03/27/2028	Common Stock	209,792	\$0.00	0	D	
Employee Stock Option (right to buy)	\$1.03	12/13/2021		j ⁽¹⁾		209,792		(14)	03/27/2028	Class B Common Stock	209,792	\$0.00	209,792	D	
Employee Stock Option (right to buy)	\$5.695	12/13/2021		j ⁽¹⁾		105,292		(15)	05/13/2029	Common Stock	105,292	\$0.00	0	D	
Employee Stock Option (right to buy)	\$5.695	12/13/2021		j ⁽¹⁾		105,292		(15)	05/13/2029	Class B Common Stock	105,292	\$0.00	105,292	D	

Explanation of Responses:

1. Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock was automatically reclassified into one share of Class A Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.
2. Of the reported shares, 480,916 are represented by shares of Common Stock and the remaining 176,926 are represented by restricted stock units, or RSUs.
3. The shares are represented by RSUs.
4. Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock underlying the RSU was automatically reclassified into one share of Class A Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.
5. The shares are held of record by the Armon Dadgar 2020 Charitable Trust.
6. The shares are held of record by the Armon Memaran-Dadgar Living Trust for which the reporting person serves as trustee.
7. The shares are held of record by Black Swan III, LLC which the reporting person controls.
8. 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.
9. Each RSU represents a contingent right to receive one share of Issuer Class B Common Stock.
10. The RSUs vest in nine equal quarterly installments beginning on December 20, 2021.
11. The RSUs vest as to 25% on January 31, 2022 and the remaining shares vest in twelve equal quarterly installments beginning on March 20, 2022.
12. Each RSU represents a contingent right to receive one share of Issuer Class A Common Stock.
13. The RSUs vest as to 50% on December 9, 2023 and the remaining shares vest in eight equal quarterly installments beginning on December 20, 2023.
14. The shares underlying the option vest in 48 equal monthly installments beginning on March 1, 2019.
15. The shares underlying the option vested as to 25% of the total shares on March 4, 2020 and the remaining shares vest in 36 equal monthly installments beginning on April 1, 2020.

Remarks:

/s/ Paul Warensky, by power of attorney 12/15/2021

** 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.

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