

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>McJannet David</u>  (Last) (First) (Middle) C/O HASHICORP, INC. 101 SECOND STREET, SUITE 700  (Street) SAN FRANCISCO CA 94105  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO and Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 12/08/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 <sup>(1)</sup>	12/08/2021		A		318,000 <sup>(2)</sup>	A	\$0.00	318,000	D	
Common Stock <sup>(1)</sup>	12/08/2021		F		67,450 <sup>(3)</sup>	D	\$80	250,550	D	
Common Stock <sup>(1)</sup>	12/08/2021		A		311,300 <sup>(4)</sup>	A	\$0.00	561,850	D	
Common Stock <sup>(1)</sup>	12/08/2021		A		285,000 <sup>(5)</sup>	A	\$0.00	846,850	D	
Common Stock <sup>(1)</sup>								1,419,236	I	See footnote <sup>(6)</sup>
Common Stock <sup>(1)</sup>								681,050	I	See footnote <sup>(7)</sup>
Common Stock <sup>(1)</sup>								681,050	I	See footnote <sup>(8)</sup>
Common Stock <sup>(1)</sup>								60,000	I	See footnote <sup>(9)</sup>

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					

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 reported shares are represented by restricted stock units, or RSUs, of which 139,124 have vested and the remaining shares vest in nine equal quarterly installments beginning on December 20, 2021. Immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock, each share underlying these RSUs shall be reclassified into one share of Class B Common Stock.
- The reported shares were withheld to satisfy the reporting person's tax liability in connection with the vesting of RSUs.
- The reported shares are represented by RSUs which vest as to 25% on January 31, 2022 and the remaining shares vest in twelve equal quarterly installments beginning on March 20, 2022. Immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock, each share underlying these RSUs shall be reclassified into one share of Class B Common Stock.
- The reported shares are represented by RSUs which vest as to 50% on December 9, 2023 and the remaining shares vest in eight equal quarterly installments beginning on December 20, 2023. Immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock, each share underlying these RSUs shall be reclassified into one share of Class A Common Stock.
- The shares are held of record by a family trust for which the reporting person serves as a trustee.
- The shares are held of record by the Emerald GST Non-Exempt Trust.
- The shares are held of record by the Sapphire GST Non-Exempt Trust.
- The shares are held of record by an additional family trust.

Remarks:

/s/ Paul Warenski, by power of attorney 12/10/2021

\*\* Signature of Reporting Person Date

\* 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.**