

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>Redpoint Omega II, LLC</u> (Last) (First) (Middle) C/O REDPOINT VENTURES 2969 WOODSIDE ROAD (Street) WOODSIDE CA 94062 (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

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⁾	3,210,028	I	See footnote ⁽²⁾
Common Stock ⁽¹⁾	99,276	I	See footnote ⁽³⁾

**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 B Convertible Preferred Stock	(4)	(4)	Common Stock ⁽¹⁾	8,350,470	(4)	I	See footnote ⁽²⁾
Series B Convertible Preferred Stock	(4)	(4)	Common Stock ⁽¹⁾	258,260	(4)	I	See footnote ⁽³⁾
Series C Convertible Preferred Stock	(5)	(5)	Common Stock ⁽¹⁾	4,363,022	(5)	I	See footnote ⁽²⁾
Series C Convertible Preferred Stock	(5)	(5)	Common Stock ⁽¹⁾	134,936	(5)	I	See footnote ⁽³⁾
Series D Convertible Preferred Stock	(6)	(6)	Common Stock ⁽¹⁾	700,150	(6)	I	See footnote ⁽²⁾
Series D Convertible Preferred Stock	(6)	(6)	Common Stock ⁽¹⁾	21,654	(6)	I	See footnote ⁽³⁾
Series E Convertible Preferred Stock	(7)	(7)	Common Stock ⁽¹⁾	660,438	(7)	I	See footnote ⁽⁸⁾
Series E Convertible Preferred Stock	(7)	(7)	Common Stock ⁽¹⁾	31,120	(7)	I	See footnote ⁽⁹⁾

1. Name and Address of Reporting Person* <u>Redpoint Omega II, LLC</u> (Last) (First) (Middle) C/O REDPOINT VENTURES 2969 WOODSIDE ROAD

(Street)
WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Redpoint Omega II, L.P.](#)

(Last) (First) (Middle)

C/O REDPOINT VENTURES
2969 WOODSIDE ROAD

(Street)
WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Redpoint Omega Associates II, LLC](#)

(Last) (First) (Middle)

C/O REDPOINT VENTURES
2969 WOODSIDE ROAD

(Street)
WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[REDPOINT OMEGA III, LLC](#)

(Last) (First) (Middle)

C/O REDPOINT VENTURES
2969 WOODSIDE ROAD

(Street)
WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[REDPOINT OMEGA III, L.P.](#)

(Last) (First) (Middle)

C/O REDPOINT VENTURES
2969 WOODSIDE ROAD

(Street)
WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[REDPOINT OMEGA ASSOCIATES III,
LLC](#)

(Last) (First) (Middle)

C/O REDPOINT VENTURES
2969 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(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 Redpoint Omega II, L.P. (RO II). Redpoint Omega II, LLC (RO II LLC) is the sole general partner of RO II. As such, RO II LLC has sole voting and investment control over the shares owned by RO II and may be deemed to beneficially own the shares held by RO II. Each of the reporting persons disclaims beneficial ownership of the shares reported herein, except to the extent of its respective pecuniary interest therein.
3. The shares are held of record by Redpoint Omega Associates II, LLC (ROA II). ROA II is under common control with RO II LLC. Each of the reporting persons disclaims beneficial ownership of the shares reported herein, except to the extent of its respective pecuniary interest therein.
4. 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.
5. 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.
6. 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.
7. 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.
8. The shares are held of record by Redpoint Omega III, L.P. (RO III). Redpoint Omega III, LLC (RO III LLC) is the sole general partner of RO III. As such, RO III LLC has sole voting and investment control over the shares owned by RO III and may be deemed to beneficially own the shares held by RO II. Each of the reporting persons disclaims beneficial ownership of the shares reported herein, except to the extent of its respective pecuniary interest therein.
9. The shares are held of record by Redpoint Omega Associates III, LLC (ROA III). ROA III is under common control with RO III LLC. Each of the reporting persons disclaims beneficial ownership of the shares reported herein, except to the extent of its respective pecuniary interest therein.

Remarks:

Redpoint Omega II, LLC,
by Scott Raney, Managing 12/08/2021
Director

Redpoint Omega II, L.P.,
by Redpoint Omega II,
LLC, its General Partner, 12/08/2021
by Scott Raney, Managing
Director

Redpoint Omega
Associates II, LLC, by 12/08/2021
Scott Raney, Managing
Director

Redpoint Omega III, LLC,
by Scott Raney, Managing 12/08/2021
Director

Redpoint Omega III, L.P.,
by Redpoint Omega III,
LLC, its General Partner, 12/08/2021
by Scott Raney, Managing
Director

Redpoint Omega
Associates III, LLC, by 12/08/2021
Scott Raney, Managing
Director

** 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.