

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

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>  (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) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2022	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/21/2022		C		5,605	A	(1)	5,605	D	
Class A Common Stock	03/21/2022		S(2)		5,605	D	\$48.0283(3)	0	D	

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 Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(4)	02/01/2021		A		47,044		(5)	(5)	Class A Common Stock	47,044	\$0.00	47,044	D	
Restricted Stock Units	(6)	03/20/2022		M		6,487		(7)	(7)	Class B Common Stock	6,487	\$0.00	71,363	D	
Restricted Stock Units	(6)	03/20/2022		M		8,124		(8)	(8)	Class B Common Stock	8,124	\$0.00	56,876	D	
Class B Common Stock	(1)	03/20/2022		M		14,611		(1)	(1)	Class A Common Stock	14,611	\$0.00	86,285	D	
Class B Common Stock	(1)	03/21/2022		C		5,605		(1)	(1)	Class A Common Stock	5,605	\$0.00	80,680	D	
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	15,200,000(9)		15,200,000(9)	I	See footnote(10)
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	2,339,030		2,339,030	I	See footnote(11)
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	709,288(12)		709,288(12)	I	See footnote(13)

Explanation of Responses:

- 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.
- The reported shares were sold to satisfy the reporting person's tax obligations in connection with the vesting of restricted stock units, or RSUs.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.00 to \$48.21, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.
- Each RSU represents a contingent right to receive one share of Issuer Class A Common Stock.
- The RSUs vest in sixteen equal quarterly installments beginning on June 20, 2022.
- Each RSU represents a contingent right to receive one share of Issuer Class B Common Stock.
- The RSUs vest in eleven equal quarterly installments beginning on March 20, 2022.
- The RSUs vest in seven quarterly installments beginning on June 20, 2022.
- Excludes 9,288 shares of Class B common stock that were previously reported as held directly by the Armon Dadgar 2020 Charitable Trust (the "Charitable Trust") and were re-registered prior to the Issuer's initial public offering to Black Swan III, LLC which the reporting person controls ("Black Swan").
- The shares are held of record by the Armon Dadgar 2020 Charitable Trust.
- The shares are held of record by the Armon Memaran-Dadgar Living Trust for which the reporting person serves as trustee.
- Includes 9,288 shares of Class B common stock that were previously reported as held directly by the Charitable Trust and were re-registered prior to the Issuer's initial public offering to Black Swan.
- The shares are held of record by Black Swan.

Remarks:

/s/ Paul Warensky, by power of attorney 03/22/2022

\*\* 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.

**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.**