

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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>MAYFIELD XIV, A</u> <u>CAYMAN ISLANDS</u> <u>EXEMPTED LIMITED</u> <u>PARTNERSHIP</u>	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
(Last) (First) (Middle) 2484 SAND HILL ROAD (Street) MENLO CA 94025 PARK (City) (State) (Zip)			

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⁾	473,472	I	Mayfield XIV, a Cayman Islands Exempted Limited Partnership ⁽²⁾

**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	(3)	(3)	Common Stock ⁽¹⁾	18,490,454	(3)	I	Mayfield XIV, a Cayman Islands Exempted Limited Partnership ⁽²⁾
Series B Convertible Preferred Stock	(4)	(4)	Common Stock ⁽¹⁾	7,173,942	(4)	I	Mayfield XIV, a Cayman Islands Exempted Limited Partnership ⁽²⁾
Series C Convertible Preferred Stock	(5)	(5)	Common Stock ⁽¹⁾	78,908	(5)	I	Mayfield XIV, a Cayman Islands Exempted Limited Partnership ⁽²⁾
Series C Convertible Preferred Stock	(5)	(5)	Common Stock ⁽¹⁾	3,235,376	(5)	I	Mayfield Select, a Cayman Islands Exempted Limited Partnership ⁽⁶⁾

**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 D Convertible Preferred Stock	(7)	(7)	Common Stock ⁽¹⁾	90,226	(7)	I	Mayfield Select, a Cayman Islands Exempted Limited Partnership ⁽⁶⁾
Series E Convertible Preferred Stock	(8)	(8)	Common Stock ⁽¹⁾	345,778	(8)	I	MF Leaders H-E, L.P. ⁽⁹⁾

1. Name and Address of Reporting Person*

[MAYFIELD XIV, A CAYMAN ISLANDS EXEMPTED LIMITED PARTNERSHIP](#)

(Last) (First) (Middle)
2484 SAND HILL ROAD

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Mayfield XIV Management \(EGP\), L.P.](#)

(Last) (First) (Middle)
2484 SAND HILL ROAD

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Mayfield XIV Management \(UGP\), Ltd.](#)

(Last) (First) (Middle)
2484 SAND HILL ROAD

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MAYFIELD SELECT, A CAYMAN ISLANDS EXEMPTED LIMITED PARTNERSHIP](#)

(Last) (First) (Middle)
2484 SAND HILL ROAD

(Street)
MENLO PARK CA 94025

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Mayfield Select Management (EGP), L.P.		
(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Mayfield Select Management (UGP), Ltd.		
(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
MF Leaders H-E, L.P.		
(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
MF Leaders Management, L.L.C.		
(Last)	(First)	(Middle)
2484 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(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. Mayfield XIV Management (UGP), Ltd., a Cayman Islands Exempted Company (MF XIV UGP), is the general partner of Mayfield XIV Management (EGP), L.P., a Cayman Islands Exempted Limited Partnership (MF XIV EGP), which is the general partner of Mayfield XIV, a Cayman Islands Exempted Limited Partnership (MF XIV). Rajeev Batra, Navin Chaddha, and Urshit Parikh, the directors of MF XIV UGP, may be deemed to share beneficial ownership of the shares owned by MF XIV, but each of the individuals disclaims such beneficial ownership.
3. 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.
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. Mayfield Select Management (UGP), Ltd., a Cayman Islands Exempted Company (MF Select UGP), is the general partner of Mayfield Select Management (EGP), L.P., a Cayman Islands Exempted Limited Partnership (MF Select EGP), which is the general partner of Mayfield Select, a Cayman Islands Exempted Limited Partnership (MF Select). Messrs. Batra, Chaddha, and Parikh, the directors of MF Select UGP, may be deemed to share beneficial ownership of the shares owned by MF Select, but each of the individuals disclaims such beneficial ownership.
7. 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.
8. 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.
9. MF Leaders Management, L.L.C. (MF Leaders GP) is the general partner of MF Leaders H-E, L.P. (MF Leaders). Mr. Chaddha, the sole member of MF Leaders GP, may be deemed to share beneficial ownership of the shares owned by MF Leaders, but disclaims such beneficial ownership.

Remarks:

MAYFIELD XIV, a
Cayman Islands Exempted
Limited Partnership, By:
MAYFIELD XIV
MANAGEMENT (EGP),
L.P., its General Partner, 12/08/2021
By: MAYFIELD XIV
MANAGEMENT (UGP),
LTD., its General Partner,
By: /s/ Paul Kohli,
Authorized Signatory.

MAYFIELD XIV
MANAGEMENT (EGP),
L.P., By: MAYFIELD XIV
MANAGEMENT (UGP), 12/08/2021
LTD., its General Partner,
By: /s/ Paul Kohli,
Authorized Signatory.

MAYFIELD XIV
MANAGEMENT (UGP), 12/08/2021
LTD., By: /s/ Paul Kohli,
Authorized Signatory.

MAYFIELD SELECT, a
Cayman Islands Exempted
Limited Partnership, By:
MAYFIELD SELECT
MANAGEMENT (EGP),
L.P., its General Partner, 12/08/2021
By: MAYFIELD SELECT
MANAGEMENT (UGP),
LTD., its General Partner,
By: /s/ Paul Kohli,
Authorized Signatory.

MAYFIELD SELECT
MANAGEMENT (EGP),
L.P., By: MAYFIELD
SELECT 12/08/2021
MANAGEMENT (UGP),
LTD., its General Partner,
By: /s/ Paul Kohli,
Authorized Signatory.

MAYFIELD SELECT
MANAGEMENT (UGP), 12/08/2021
LTD., By: /s/ Paul Kohli,
Authorized Signatory.

MF LEADERS H-E, L.P.,
a Delaware limited
partnership, By: MF
Leaders Management, 12/08/2021
L.L.C., its General Partner,
By: /s/ Paul Kohli,
Authorized Signatory.

MF Leaders Management,
L.L.C., By: /s/ Paul Kohli, 12/08/2021
Authorized Signatory.

** 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.