**Form 4**

**Statement of Changes in Beneficial Ownership**

1. Name and Address of Reporting Person:
   Holmes Marc
   C/O HASHICORP, INC.
   101 SECOND STREET, SUITE 700
   SAN FRANCISCO CA 94105

2. Issuer Name and Ticker or Trading Symbol:
   HashiCorp, Inc. [ HCP ]

3. Date of Earliest Transaction (Month/Day/Year):
   01/10/2024

4. If Amendment, Date of Original Filed (Month/Day/Year):
   01/10/2024

5. Relationship of Reporting Person(s) to Issuer:
   - Director
   - 10% Owner
   - Chief Marketing Officer

6. Individual or Joint/Group Filing (Check Applicable Line):
   - Form filed by One Reporting Person
   - Form filed by More than One Reporting Person

**Rule 10b5-1(c) Transaction Indication**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, If Any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 9)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>01/10/2024</td>
<td>M</td>
<td>13,916</td>
<td>A</td>
<td>13,916</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>01/10/2024</td>
<td>S(1)</td>
<td>7,258</td>
<td>D</td>
<td>$22,4216(1)</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>01/01/2024</td>
<td>S(2)</td>
<td>6,658</td>
<td>D</td>
<td>$23,1756(4)</td>
<td>0 D</td>
<td></td>
</tr>
</tbody>
</table>

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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 5)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, If Any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td></td>
<td>M</td>
<td>13,916</td>
<td>(5) 02/28/2029</td>
<td>13,916</td>
<td>Class B Common Stock</td>
<td>$0.00</td>
<td>231,430 D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td></td>
<td>M</td>
<td>13,916</td>
<td>(1)</td>
<td>Class A Common Stock</td>
<td>13,916</td>
<td>$0.00</td>
<td>13,916 D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td></td>
<td>C</td>
<td>13,916</td>
<td>(1)</td>
<td>Class A Common Stock</td>
<td>13,916</td>
<td>$0.00</td>
<td>0 D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. 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.
2. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 23, 2023.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $21.96 to $22.95, 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 within the ranges set forth in footnotes (3) and (4) to this Form.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $22.96 to $23.41, inclusive.
5. Shares subject to the option are fully vested and immediately exercisable.

**Remarks:**

\[\text{As/ Commons Warzenski, by power of attorney} \quad \text{01/11/2024} \]

**Signature of Reporting Person**

**Date**

**Note:**
- **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)).**
- **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.**