

| OMB APPROVAL | |
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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>Holmes Marc</u> (Last) (First) (Middle) <u>C/O HASHICORP, INC.</u> <u>101 SECOND STREET, SUITE 700</u> (Street) <u>SAN FRANCISCO CA 94105</u> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Marketing Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2022</u> | |
| | 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 | | | |

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 | | | | | | Title |
| Restricted Stock Units | (1) | 01/31/2022 | | M | | | 34,600 | (2) | (2) | Class B Common Stock | 34,600 | \$0.00 | 103,800 | D | |
| Class B Common Stock | (3) | 01/31/2022 | | M | | 34,600 | | (1) | (1) | Class A Common Stock | 34,600 | \$0.00 | 34,600 | D | |
| Class B Common Stock | (3) | 01/31/2022 | | F(4) | | | 11,446 | (1) | (1) | Class A Common Stock | 11,446 | \$0.00 | 23,134 | D | |
| Restricted Stock Units | (5) | 02/01/2022 | | A | | 23,522 | | (6) | (6) | Class A Common Stock | 23,522 | \$0.00 | 23,522 | D | |

Explanation of Responses:

- Each RSU represents a contingent right to receive one share of Issuer Class B Common Stock.
- The reported shares are represented by restricted stock units, or RSUs, which vest in twelve equal quarterly installments beginning on March 20, 2022.
- 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 withheld to satisfy the reporting person's tax liability in connection with the vesting of RSUs.
- 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.

Remarks:

/s/ Paul Warenski, by power of attorney 05/16/2022

** 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.