

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>McJannet David</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) CEO and Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 12/13/2021	
	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			
Common Stock	12/13/2021		j ⁽¹⁾		561,850 ⁽²⁾	D	(1)	285,000 ⁽³⁾	D	
Common Stock	12/13/2021		j ⁽⁴⁾		285,000 ⁽³⁾	D	(4)	0	D	
Common Stock	12/13/2021		j ⁽¹⁾		1,419,236	D	(1)	0	I	See footnote ⁽⁵⁾
Common Stock	12/13/2021		j ⁽¹⁾		681,050	D	(1)	0	I	See footnote ⁽⁶⁾
Common Stock	12/13/2021		j ⁽¹⁾		681,050	D	(1)	0	I	See footnote ⁽⁷⁾
Common Stock	12/13/2021		j ⁽¹⁾		60,000	D	(1)	0	I	See footnote ⁽⁸⁾

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	Amount or Number of Shares				
Class B Common Stock	(9)	12/13/2021		j ⁽¹⁾		71,674		(9)	(9)	Class A Common Stock	71,674	(1)	71,674	D	
Class B Common Stock	(9)	12/13/2021		j ⁽¹⁾		1,419,236		(9)	(9)	Class A Common Stock	1,419,236	(1)	1,419,236	I	See footnote ⁽⁵⁾
Class B Common Stock	(9)	12/13/2021		j ⁽¹⁾		681,050		(9)	(9)	Class A Common Stock	681,050	(1)	681,050	I	See footnote ⁽⁶⁾
Class B Common Stock	(9)	12/13/2021		j ⁽¹⁾		681,050		(9)	(9)	Class A Common Stock	681,050	(1)	681,050	I	See footnote ⁽⁷⁾
Class B Common Stock	(9)	12/13/2021		j ⁽¹⁾		60,000		(9)	(9)	Class A Common Stock	60,000	(1)	60,000	I	See footnote ⁽⁸⁾
Restricted Stock Units	(10)	12/13/2021		j ⁽¹⁾		178,876		(11)	(11)	Class B Common Stock	178,876	(1)	178,876	D	
Restricted Stock Units	(10)	12/13/2021		j ⁽¹⁾		311,300		(12)	(12)	Class B Common Stock	311,300	(1)	311,300	D	
Restricted Stock Units	(13)	12/13/2021		j ⁽⁴⁾		285,000		(14)	(14)	Class A Common Stock	285,000	(4)	285,000	D	
Employee Stock Option (right to buy)	\$0.119	12/13/2021		j ⁽¹⁾		2,837,638		(15)	07/17/2026	Common Stock	2,837,638	(1)	0	D	
Employee Stock Option (right to buy)	\$0.119	12/13/2021		j ⁽¹⁾		2,837,638		(15)	07/17/2026	Class B Common Stock	2,837,638	(1)	2,837,638	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 Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$1.03	12/13/2021		J ⁽¹⁾			530,000	(16)	03/27/2028	Common Stock	530,000	(1)	0	D	
Employee Stock Option (right to buy)	\$1.03	12/13/2021		J ⁽¹⁾		530,000		(16)	03/27/2028	Class B Common Stock	530,000	(1)	530,000	D	
Employee Stock Option (right to buy)	\$5.695	12/13/2021		J ⁽¹⁾			266,000	(17)	05/13/2029	Common Stock	266,000	(1)	0	D	
Employee Stock Option (right to buy)	\$5.695	12/13/2021		J ⁽¹⁾		266,000		(17)	05/13/2029	Class B Common Stock	266,000	\$0.00	266,000	D	

Explanation of Responses:

- Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock was automatically reclassified into one share of Class B Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.
- Of the reported shares, 71,674 are represented by shares of Common Stock and the remaining 490,176 are represented by restricted stock units, or RSUs.
- The shares are represented by RSUs.
- Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock underlying the RSU was automatically reclassified into one share of Class A Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.
- The shares are held of record by a family trust for which the reporting person serves as a trustee.
- The shares are held of record by the Emerald GST Non-Exempt Trust.
- The shares are held of record by the Sapphire GST Non-Exempt Trust.
- The shares are held of record by an additional family trust.
- 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.
- Each RSU represents a contingent right to receive one share of Issuer Class B Common Stock.
- The RSUs vest in nine equal quarterly installments beginning on December 20, 2021.
- The RSUs vest as to 25% on January 31, 2022 and the remaining shares vest in twelve equal quarterly installments beginning on March 20, 2022.
- Each RSU represents a contingent right to receive one share of Issuer Class A Common Stock.
- The RSUs vest as to 50% on December 9, 2023 and the remaining shares vest in eight equal quarterly installments beginning on December 20, 2023.
- The shares underlying the option are fully vested and immediately exercisable.
- The shares underlying the option vest in 48 equal monthly installments beginning on March 1, 2019.
- The shares underlying the option vested as to 25% of the total shares on March 4, 2020 and the remaining shares vest in 36 equal monthly installments beginning on April 1, 2020.

Remarks:

/s/ Paul Warensky, by power of attorney 12/15/2021

** 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.

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