Instruction 1(b).

1. Title of 2.

3. Transaction

3A. Deemed

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
vvasiliigton,	D.C.	20040

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

OMB APPROVAL

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

11. Nature

			of occitor 30(ii) of the lifeconnectic company Act of 1340						
Name and Address of Reporting Person* McJannet David		erson*	2. Issuer Name and Ticker or Trading Symbol HashiCorp, Inc. [HCP]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				X	Director	10% Owner			
(Last)	(First)	(Middle)		X	Officer (give title below)	Other (specify below)			
C/O HASHICORP, INC. 101 SECOND STREET, SUITE 700		E 700	3. Date of Earliest Transaction (Month/Day/Year) 12/20/2021		CEO and Chairman				
		E 700							
(Street)			A If Assessment Data of Original Filed (Manufly Day Man)	C. In allia	idual an Isiat/Casua Filia	· (Obsali Asalisabla Lisa)			
SAN FRANCISCO CA		94105	If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
,					Form filed by More tha	n One Reporting Person			
(Citv)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 2A. Deemed Execution Date 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction Date 5. Amount of 7. Nature of Indirect Beneficial Ownership (Month/Day/Year) Beneficially Owned Following if any (Month/Day/Year) Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) (A) or (D) ν Code Amount Price Class A Common Stock 12/20/2022 M 7,560 (1) 57,559(2) D A C (3) D Class A Common Stock 12/21/2022 39,333 A 96,892 S⁽⁴⁾ Class A Common Stock 12/21/2022 18,924 D \$26.8474(5) 77,968 D Class A Common Stock 12/21/2022 S⁽⁴⁾ 4,200 D \$27.5788(6) 73,768 D

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

6. Date Exercisable and 7. Title and Amount of 8. Price of 9. Number of 10.

5. Number of

Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)		Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
(7)	12/20/2021		М			19,876	(8)	(8)	Class B Common Stock	19,876	\$0.00	81,676	D	
(3)	12/20/2021		М		19,876		(3)	(3)	Class A Common Stock	19,876	\$0.00	91,550	D	
(3)	12/20/2021		F			9,874 ⁽⁹⁾	(3)	(3)	Class A Common Stock	9,874	\$0.00	81,676	D	
(1)	12/20/2022		М			7,560	(10)	(10)	Class A Common Stock	7,560	\$0.00	98,287	D	
(11)	12/20/2022		М			19,457	(12)	(12)	Class B Common Stock	19,457	\$0.00	155,650	D	
(11)	12/20/2022		М			19,876	(13)	(13)	Class B Common Stock	19,876	\$0.00	79,500	D	
(3)	12/20/2022		М		39,333		(3)	(3)	Class A Common Stock	39,333	\$0.00	182,742	D	
(3)	12/20/2022		С			39,333	(3)	(3)	Class A Common Stock	39,333	\$0.00	143,409	D	
(3)							(3)	(3)	Class A Common Stock	1,355,425		1,355,425	I	See footnote ⁽¹⁴⁾
(3)							(3)	(3)	Class A Common Stock	681,050		681,050	I	See footnote ⁽¹⁵⁾
(3)							(3)	(3)	Class A Common Stock	681,050		681,050	I	See footnote ⁽¹⁶⁾
(3)							(3)	(3)	Class A Common Stock	60,000		60,000	I	See footnote ⁽¹⁷⁾
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Explanation of Responses

- 1. Each restricted stock unit, or RSU, represents a contingent right to receive one share of Issuer Class A Common Stock.
- 2. Includes 496 shares of Class A Common Stock acquired under the Issuer's Employee Stock Purchase Plan on December 15, 2022.
- 3. 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.
- $4. \ The \ reported \ shares \ were \ sold \ to \ satisfy \ the \ reporting \ person's \ tax \ obligations \ in \ connection \ with \ the \ vesting \ of \ RSUs$
- 5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.37 to \$27.35, 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 (5) and (6) to this Form 4.

- 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.38 to \$27.83, inclusive.
- 7. Each RSU represents a contingent right to receive one share of Issuer Class B Common Stock.(8) The remaining RSUs vest in eight equal quarterly installments beginning on March 20, 2022.
- 8. The remaining RSUs vest in eight equal quarterly installments beginning on March 20, 2022.
- 9. The reported shares were withheld to satisfy the reporting person's tax liability in connection with the vesting of RSUs.
- 10. The remaining RSUs vest in thirteen equal quarterly installments beginning on March 20, 2023.
- 11. Each RSU represents a contingent right to receive one share of Issuer Class B Common Stock. 12. The remaining RSUs vest in eight equal quarterly installments beginning on March 20, 2023.
- 13. The remaining RSUs vest in four equal quarterly installments beginning on March 20, 2023.
- 14. The shares are held of record by a family trust for which the reporting person serves as a trustee. The amounts reported in Columns 7 and 9 reflect a decrease of 9,940 shares of Class B Common Stock due to an administrative error on the Form 4 filed on May 16, 2022 and which were reflected in subsequent reports filed through September 22, 2022.
- 15. The shares are held of record by the Emerald GST Non-Exempt Trust.
- 16. The shares are held of record by the Sapphire GST Non-Exempt Trust.
- 17. The shares are held of record by an additional family trust.

Remarks:

/s/ Paul Warenski, by power of 12/22/2022 attorney

** 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.