

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) 09/20/2022	
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			
Class A Common Stock	09/20/2022		M		7,561	A	(1)	33,005	D	
Class A Common Stock	09/21/2022		C		39,330	A	(2)	72,335	D	
Class A Common Stock	09/21/2022		S	(3)	16,932	D	\$29.6306(4)	55,403	D	
Class A Common Stock	09/21/2022		S	(3)	5,900	D	\$30.32(5)	49,503	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
Restricted Stock Units	(1)	09/20/2022		M		7,561	(6)	(6)		Class A Common Stock	7,561	\$0.00	105,847	D	
Restricted Stock Units	(7)	09/20/2022		M		19,456	(8)	(8)		Class B Common Stock	19,456	\$0.00	175,107	D	
Restricted Stock Units	(7)	09/20/2022		M		19,874	(9)	(9)		Class B Common Stock	19,874	\$0.00	99,376	D	
Class B Common Stock	(2)	09/20/2022		M		39,330	(2)	(2)		Class A Common Stock	39,330	\$0.00	172,737	D	
Class B Common Stock	(2)	09/21/2022		C		39,330	(2)	(2)		Class A Common Stock	39,330	\$0.00	133,407	D	
Class B Common Stock	(2)						(2)	(2)		Class A Common Stock	1,408,061		1,408,061	I	See footnote(10)
Class B Common Stock	(2)						(2)	(2)		Class A Common Stock	681,050		681,050	I	See footnote(11)
Class B Common Stock	(2)						(2)	(2)		Class A Common Stock	681,050		681,050	I	See footnote(12)
Class B Common Stock	(2)						(2)	(2)		Class A Common Stock	60,000		60,000	I	See footnote(13)

**Explanation of Responses:**

- Each restricted stock unit, or RSU, represents a contingent right to receive one share of Issuer Class A Common Stock.
- 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 sold to satisfy the reporting person's tax obligations in connection with the vesting of RSUs.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.23 to \$30.22, 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 (4) and (5) 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 \$30.23 to \$30.40, inclusive.
- The remaining RSUs vest in fourteen equal quarterly installments beginning on December 20, 2022.
- Each RSU represents a contingent right to receive one share of Issuer Class B Common Stock.
- The remaining RSUs vest in nine equal quarterly installments beginning on December 20, 2022.
- The remaining RSUs vest in five equal quarterly installments beginning on December 20, 2022.
- 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.

12. The shares are held of record by the Sapphire GST Non-Exempt Trust.

13. The shares are held of record by an additional family trust.

**Remarks:**

/s/ Paul Warenski, by power of attorney      09/22/2022

\*\* 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.

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