

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>McJannet David</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/20/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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.		

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	06/20/2023		M		35,999	A	(1)	139,155 ⁽²⁾	D	
Class A Common Stock	06/21/2023		C		39,332	A	(3)	178,487	D	
Class A Common Stock	06/21/2023		S ⁽⁴⁾		38,964	D	\$26.4884 ⁽⁵⁾	139,523	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)	06/20/2023		M			7,560	(6)	(6)	Class A Common Stock	7,560	\$0.00	83,166	D	
Restricted Stock Units	(1)	06/20/2023		M			28,439	(7)	(7)	Class A Common Stock	28,439	\$0.00	426,596	D	
Restricted Stock Units	(8)	06/20/2023		M			19,456	(9)	(9)	Class B Common Stock	19,456	\$0.00	116,738	D	
Restricted Stock Units	(8)	06/20/2023		M			19,876	(10)	(10)	Class B Common Stock	19,876	\$0.00	39,750	D	
Class B Common Stock	(3)	06/20/2023		M		39,332		(3)	(3)	Class A Common Stock	39,332	\$0.00	182,741	D	
Class B Common Stock	(3)	06/21/2023		C		39,332		(3)	(3)	Class A Common Stock	39,332	\$0.00	143,409	D	
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	1,355,425		1,355,425	I	See footnote ⁽¹¹⁾
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	681,050		681,050	I	See footnote ⁽¹²⁾
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	681,050		681,050	I	See footnote ⁽¹³⁾
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	60,000		60,000	I	See footnote ⁽¹⁴⁾

Explanation of Responses:

- Each restricted stock unit, or RSU, represents a contingent right to receive one share of Class A Common Stock.
- Includes 500 shares of Class A Common Stock acquired under the Issuer's Employee Stock Purchase Plan on June 15, 2023.
- 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 \$26.26 to \$26.68, 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.
- The remaining RSUs vest in eleven equal quarterly installments beginning on September 20, 2023.
- The remaining RSUs vest in 15 equal quarterly installments beginning on September 20, 2023.
- Each RSU represents a contingent right to receive one share of Class B Common Stock.

9. The remaining RSUs vest in six equal quarterly installments beginning on September 20, 2023.
10. The remaining RSUs vest in two equal quarterly installments beginning on September 20, 2023.
11. The shares are held of record by a family trust for which the reporting person serves as a trustee.
12. The shares are held of record by the Emerald GST Non-Exempt Trust.
13. The shares are held of record by the Sapphire GST Non-Exempt Trust.
14. The shares are held of record by an additional family trust.

Remarks:

/s/ Paul Warenski, by power of attorney 06/22/2023

** 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.