

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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) 12/20/2024	
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	12/20/2024		M		74,516	A	(1)	494,047	D	
Class A Common Stock	12/20/2024		C		19,457	A	(2)	513,504	D	
Class A Common Stock	12/20/2024		S		47,526 ⁽³⁾	D	\$34.22	465,978	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				
Restricted Stock Units	(1)	12/20/2024		M			17,813	(4)	(4)	Class A Common Stock	17,813	\$0	71,250	D	
Restricted Stock Units	(1)	12/20/2024		M			7,560	(5)	(5)	Class A Common Stock	7,560	\$0	37,803	D	
Restricted Stock Units	(1)	12/20/2024		M			28,439	(6)	(6)	Class A Common Stock	28,439	\$0	255,958	D	
Restricted Stock Units	(1)	12/20/2024		M			20,704	(7)	(7)	Class A Common Stock	20,704	\$0	269,160	D	
Restricted Stock Units	(8)	12/20/2024		M			19,457	(9)	(9)	Class B Common Stock	19,457	\$0	0	D	
Class B Common Stock	(2)	12/20/2024		M			19,457	(2)	(2)	Class A Common Stock	19,457	\$0	162,866	D	
Class B Common Stock	(2)	12/20/2024		C			19,457	(2)	(2)	Class A Common Stock	19,457	\$0	143,409	D	
Class B Common Stock	(2)							(2)	(2)	Class A Common Stock	1,355,425		1,355,425	I	See footnote ⁽¹⁰⁾
Class B Common Stock	(2)							(2)	(2)	Class A Common Stock	516,550		516,550 ⁽¹¹⁾	I	See footnote ⁽¹²⁾
Class B Common Stock	(2)							(2)	(2)	Class A Common Stock	164,500		164,500 ⁽¹³⁾	I	See footnote ⁽¹⁴⁾
Class B Common Stock	(2)							(2)	(2)	Class A Common Stock	516,550		516,550 ⁽¹⁵⁾	I	See footnote ⁽¹⁶⁾
Class B Common Stock	(2)							(2)	(2)	Class A Common Stock	164,500		164,500 ⁽¹⁷⁾	I	See footnote ⁽¹⁸⁾

**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	(2)							(2)	(2)	Class A Common Stock	60,000		60,000	I	See footnote ⁽¹⁹⁾

Explanation of Responses:

1. Each restricted stock unit, or RSU, represents a contingent right to receive one share of Class A Common Stock.
2. 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.
3. The reported shares were withheld to satisfy the reporting person's tax liability in connection with the vesting of RSUs.
4. The remaining RSUs vest in four equal quarterly installments beginning on March 20, 2025.
5. The remaining RSUs vest in five equal quarterly installments beginning on March 20, 2025.
6. The remaining RSUs vest in nine equal quarterly installments beginning on March 20, 2025.
7. The remaining RSUs vest in 13 equal quarterly installments beginning on March 20, 2025.
8. Each RSU represents a contingent right to receive one share of Class B Common Stock.
9. All of the RSUs vested on December 20, 2024.
10. The shares are held of record by a family trust for which the reporting person serves as a trustee.
11. Excludes 164,500 shares previously reported as held directly by the Emerald GST Non-Exempt Trust which were re-registered on November 8, 2024 and are now held directly by the Emerald GST Exempt Trust.
12. The shares are held of record by the Emerald GST Non-Exempt Trust.
13. Consists of 164,500 shares previously reported as held directly by the Emerald GST Non-Exempt Trust which were re-registered on November 8, 2024 and are now held directly by the Emerald GST Exempt Trust.
14. The shares are held of record by the Emerald GST Exempt Trust.
15. Excludes 164,500 shares previously reported as held directly by the Sapphire GST Non-Exempt Trust which were re-registered on November 8, 2024 and are now held directly by the Sapphire GST Exempt Trust.
16. The shares are held of record by the Sapphire GST Non-Exempt Trust.
17. Consists of 164,500 shares previously reported as held directly by the Sapphire GST Non-Exempt Trust which were re-registered on November 8, 2024 and are now held directly by the Sapphire GST Exempt Trust.
18. The shares are held of record by the Sapphire GST Exempt Trust.
19. The shares are held of record by an additional family trust.

/s/ Paul Warenski, by power of attorney 12/23/2024

** 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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