FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>STATEMENT</b>	OF CHANGI	ES IN BEN	EFICIAL (	OWNERS	HIP

l	OMB APPROVAL										
OMB Number: 3235-028											
l	Estimated average burden										
l	hours per response:	0.5									

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

	. Name and Address of Reporting Person*  MAYFIELD XIV, A CAYMAN ISLANDS						2. Issuer Name and Ticker or Trading Symbol HashiCorp, Inc. [ HCP ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner						
		MITED PAR			3.	3. Date of Earliest Transaction (Month/Day/Year) 05/26/2023								Officer (give title Other (specify below)								
(Last) 2484 SA	(Last) (First) (Middle) 2484 SAND HILL ROAD					4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  Form filed by More than One Reporting							
(Street) MENLO PARK CA 94025				P	Rule 10b5-1(c) Transaction Indication												$\dashv$					
(City) (State) (Zip)			- '`   <sub> </sub>	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.												fy						
Table I - Non-Deriv					rivativ	re Securities Acquired, Disposed of, or Beneficially Owned												$\dashv$				
1. Title of	Security (Ins	tr. 3)		2. Transaction Date (Month/Day/Year		2A. Deemed Execution Date, if any (Month/Day/Year)		Date,	3. Transac Code (Ir 8)		4. Securities Disposed Of	Acquired (A) or (D) (Instr. 3, 4 and 5		Beneficially Owned Following		,	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct ndirect	7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	(A) or (D)	Price		Reported Transaction (Instr. 3 and	saction(s)				(Instr. 4)		
Class A C	Common Ste	ock		05/26/20	023				С		51,568	A	(1)	1) 51,5		51,568 I		I	Mayfield XIV, a Cayman Islands Exempted Limited Partnership <sup>(2)</sup>			
Class A C	Common Sto	ock		05/26/20	023				С		51,568	A	(1)		51,56	68	1	I	Mayfield Select, a Cayman Islands Exempted Limited Partnershi			
Class A (	Common Sto	ock	05/26/2023		023	}					S		51,568	D	\$33.199 <sup>0</sup>	(5)	0		1	[	Mayfield XIV, a Cayman Islands Exempted Limited Partnershi	
Class A C	Class A Common Stock 05/26/202.		023	3			S		51,568	D	\$33.199 <sup>0</sup>	(5)	0		) I		Mayfield Select, a Cayman Islands Exempted Limited Partnershi					
			Table								sposed o				Owned							
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execu if any	eemed ution Date,	4. Transa	ansaction ode (Instr.		5. Number of		umber vative urities uired or oosed o) r. 3, 4	Expiration (Month/Da		Jate Exercisable and Diration Date Onth/Day/Year)		nd Amount ities ng ve Security and 4)	:	8. Price of Derivative Security (Instr. 5)  (Instr. 5)  8. Price of derivative derivative Security Security Owne Follow Repoi		ities   Form: icially   Direct or Indi ving   (I) (Insi ted action(s)		Benefic Owners ct (Instr. 4	t cial ship
					Code	v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	Amount or Number of Share									
Class B Common Stock	(1)	05/26/2023			С			51,568	(1	)	(1)	Class A Common Stock	51,568	8	\$0.00	14,46	5,408	I	Mayfiel XIV, a Caymar Islands Exempt Limited Partners	n ted l		
Class B Common	(1)	05/26/2023			С			51,568	(1	)	(1)	Class A Common	51,568	3	\$0.00	1,658	3,940	I	Mayfiel Select, a	ld		

				curities Acquired, Disposed of, or Beneficially Owned lls, 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. Transac Code (II 8)	ction nstr.	tion of Expiration Da		Date Exercisable and spiration Date (onth/Day/Year) 7. Title and Am of Securities Underlying Derivative Securities (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				
Stock										Stock					Cayman Islands Exempted Limited Partnership <sup>(3)</sup>
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	345,778		345,778	I	MF Leaders H-E, L.P. <sup>(4)</sup>
MAYFIELD XIV, A CAYMAN ISLANDS EXEMPTED LIMITED PARTNERSHIP  (Last) (First) (Middle) 2484 SAND HILL ROAD															
(Street) MENLC	PARK	CA	94025												
(City)		(State)	(Zip)												
Name and Address of Reporting Person*     Mayfield XIV Management (EGP), L.P.															
(Last) (First) (Middle) 2484 SAND HILL ROAD															
(Street)  MENLC	) PARK	CA	94025												
(City)		(State)	(Zip)												
Name and Address of Reporting Person*     Mayfield XIV Management (UGP), Ltd.															

(First)

 $\mathsf{C}\mathsf{A}$ 

(State)

(First)

CA

(State)

(First)

CA

Mayfield Select Management (EGP), L.P.

1. Name and Address of Reporting  $\mathsf{Person}^*$ 

MAYFIELD SELECT, A CAYMAN ISLANDS EXEMPTED LIMITED PARTNERSHIP

1. Name and Address of Reporting  $\mathsf{Person}^{\star}$ 

2484 SAND HILL ROAD

2484 SAND HILL ROAD

2484 SAND HILL ROAD

MENLO PARK

(Middle)

94025

(Zip)

(Middle)

94025

(Zip)

(Middle)

94025

(Last)

(City)

(Street)

MENLO PARK

(City)

(Last)

(Street)

MENLO PARK

(City)	(State)	(Zip)									
1. Name and Address of Reporting Person*  Mayfield Select Management (UGP), Ltd.											
(Last) 2484 SAND HILL	(First) ROAD	(Middle)									
(Street) MENLO PARK	CA	94025									
(City)	ity) (State)										
Name and Address of Reporting Person*     MF Leaders H-E, L.P.											
(Last) 2484 SAND HILL	(First) ROAD	(Middle)									
(Street) MENLO PARK	CA	94025									
(City)	(State)	(Zip)									
Name and Address of Reporting Person*     MF Leaders Management, L.L.C.											
(Last) 2484 SAND HILL	(Middle)										
(Street) MENLO PARK	CA	94025									
(City)	(State)	(Zip)									

## Explanation of Responses:

- 1. Each share of Class B Common Stock is convertible at any time into Class A Common Stock on a one-to-one basis at the reporting person's election and has no expiration date.
- 2. Mayfield XIV Management (UGP), Ltd., a Cayman Islands Exempted Company (MF XIV UGP), is the general partner of Mayfield XIV Management (EGP), L.P., a Cayman Islands Exempted Limited Partnership (MF XIV EGP), which is the general partner of Mayfield XIV, a Cayman Islands Exempted Limited Partnership (MF XIV). Rajeev Batra, Navin Chaddha, and Urshit Parikh, the directors of MF XIV UGP, may be deemed to share beneficial ownership of the shares owned by MF XIV, but each of the individuals disclaims such beneficial ownership.
- 3. Mayfield Select Management (UGP), Ltd., a Cayman Islands Exempted Company (MF Select UGP), is the general partner of Mayfield Select Management (EGP), L.P., a Cayman Islands Exempted Limited Partnership (MF Select EGP), which is the general partner of Mayfield Select, a Cayman Islands Exempted Limited Partnership (MF Select). Messrs. Batra, Chaddha, and Parikh, the directors of MF Select UGP, may be deemed to share beneficial ownership of the shares owned by MF Select, but each of the individuals disclaims such beneficial ownership.
- 4. MF Leaders Management, L.L.C. (MF Leaders GP) is the general partner of MF Leaders H-E, L.P. (MF Leaders). Mr. Chaddha, the sole member of MF Leaders GP, may be deemed to share beneficial ownership of the shares owned by MF Leaders, but disclaims such beneficial ownership.
- 5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.04 to \$33.47. The reporting person undertakes to provide 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 range set forth in this footnote.

## Remarks:

MAYFIELD XIV, a Cayman **Islands Exempted Limited** Partnership, By: MAYFIELD XIV MANAGEMENT (EGP), L.P., its General Partner, By: 05/31/2023 MAYFIELD XIV MANAGEMENT (UGP), LTD., its General Partner, By: /s/ Paul Kohli, Authorized <u>Signatory</u> **MAYFIELD XIV** MANAGEMENT (EGP), L.P., **By: MAYFIELD XIV** MANAGEMENT (UGP), 05/31/2023 LTD., its General Partner, By: /s/ Paul Kohli, Authorized **Signatory MAYFIELD XIV** MANAGEMENT (UGP), 05/31/2023 LTD., By: /s/ Paul Kohli, Authorized Signatory 05/31/2023 MAYFIELD SELECT, a Cayman Islands Exempted <u>Limited Partnership, By:</u> **MAYFIELD SELECT** MANAGEMENT (EGP), L.P., its General Partner, By:

MAYFIELD SELECT MANAGEMENT (UGP),

LTD., its General Partner, By: /s/ Paul Kohli, Authorized <u>Signatory</u>

MANAGEMENT (EGP), L.P.,

MAYFIELD SELECT

**By: MAYFIELD SELECT** MANAGEMENT (UGP), 05/31/2023

05/31/2023

LTD., its General Partner, By:

/s/ Paul Kohli, Authorized

<u>Signatory</u>

**MAYFIELD SELECT** 

MANAGEMENT (UGP),

LTD., By: /s/ Paul Kohli,

Authorized Signatory

MF LEADERS H-E, L.P., a

Delaware limited partnership,

By: MF Leaders Management, 05/31/2023

L.L.C., its General Partner, By:

/s/ Paul Kohli, Authorized

<u>Signatory</u>

MF Leaders Management,

05/31/2023 L.L.C., By: /s/ Paul Kohli,

<u>Authorized Signatory</u>

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).