## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Machinaton	D C	20540
Washington,	D.C.	20049

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSH

	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

					1														
Name and Address of Reporting Person*     Lodger Sugar			2. Issuer Name and Ticker or Trading Symbol HashiCorp, Inc. [ HCP ]									Relationship of Reporting Person(s) to Issuer (Check all applicable)							
St. Ledger Susan							I-)-		- 1					Director			10% Ow	ner	
(Loot)	/5	irot\	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 03/20/2023								Officer (give title below)			Other (s	pecify	
(Last)	,	irst)	(Middle)		103/	U3/2U/2U23								DCIOW)			bclow)		
C/O HASHICORP, INC.				4. It	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Inc	6. Individual or Joint/Group Filing (Check Applicable						
101 SEC	OND STRI	EET, SUITE 700	1										- 1 '	X Form filed by One Reporting Person					
(Street)	reet)												Form filed by More than One Reporting						
SAN	C	٨	04105			Person													
FRANCISCO CA 94105				Rule 10b5-1(c) Transaction Indication															
(City)	City) (State) (Zip)						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.												
		Та	ble I - Nor	-Deriv	ativ	e Se	curitie	es Acq	uired,	Dis	posed of	, or Ben	eficially	Owned					
1. Title of	Security (Inst	tr. 3)		2. Trans	action	ction 2A. Deemed Execution Date,			3. 4. Securities Acquired (A) of Transaction Disposed Of (D) (Instr. 3, 4								'. Nature of ndirect		
				(Month/I	Day/Ye					Code (Instr.			. 0,	Beneficially Owned Following			Indirect E str. 4)	Beneficial Dwnership	
							Code	v	Amount	ount (A) or (D)		Reported Transaction (Instr. 3 and	on(s)			Instr. 4)			
Class A Common Stock 03/20			03/20	/202	/2023		M		367 A		(1)	23,219			D				
Class A Common Stock 03/			03/21	/2023			С		11,250 A		(2)	34,4	34,469		D				
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
				e.g., p	uts,	, cai	is, war	rants,	optior	ıs, c	onvertib	le secur	ities)						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/Y	Co	sansaction ode (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable an Expiration Date (Month/Day/Year)		te	7. Title and Amor of Securities Underlying Derivative Secur (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
													Amount		(Instr. 4)		1		
				Co	de \	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	or Number of Shares						
Restricted					$\dashv$		, ,	, ,				Class A							
Stock Units	(1)	03/20/2023		N	И			367	(3)		(3)	Common Stock	367	\$0.00	1,103	3	D		
Restricted Stock Units	(4)	03/20/2023		N	4			11,250	(5)		(5)	Class B Common Stock	11,250	\$0.00	22,50	00	D		
Class B Common Stock	(2)	03/20/2023		N	М		11,250		(2)		(2)	Class A Common Stock	11,250	\$0.00 \$118,050		50	D		
Class B Common Stock	(2)	03/21/2023						11,250	(2)		(2)	Class A Common Stock	11,250	\$0.00	106,80	00	D		

## **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 remaining RSUs vest in three equal quarterly installments beginning on June 20, 2023.
- 4. Each RSU represents a contingent right to receive one share of Issuer Class B Common Stock.
- 5. The remaining RSUs vest in two equal quarterly installments beginning on June 20, 2023.

## Remarks:

/s/ Paul Warenski, by power of attorney

03/22/2023

\*\* 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.