SEC Form 4	
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average bure	den
hours per response:	0.5

Select, a Cayman

Islands

Islands

Exempted Limited Partnership<sup>(3)</sup>

Exempted Limited Partnership<sup>(3)</sup> Mayfield Select, a Cayman

I

I

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

Class A Common Stock

Class A Common Stock

05/25/2023

05/25/2023

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Instruction 1(b).		Filed	pursuant to Section	n 16(a) of	the S	Securities Exch	nange A	ct of 1934		ours per response	. 0.3		
			or Section 30(h) of				Act of 19						
1. Name and Address of Reporting F MAYFIELD XIV, A CA	2. Issuer Name and Ticker or Trading Symbol <u>HashiCorp, Inc.</u> [ HCP ]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
EXEMPTED LIMITED			<u> </u>						Director		0% Owner		
			3. Date of Earliest Transaction (Month/Day/Year) 05/25/2023						Officer (give title Other (specify below) below)				
(Last) (First)	(Mid	dle)	4. If Amendment, D	Date of O	rigina	I Filed (Month/	Day/Yea		6. Individual or Joint/Group Filing (Check Applicable				
2484 SAND HILL ROAD									Line) Form filed by One Reporting Person				
(Street)									X Form filed by Person	More than One	Reporting		
MENLO PARK CA	940	25	Rule 10b5-1	L(c) Ti	rans	saction In	dicat	ion					
(City) (State)	(Zip)								ntract, instruction or writ	ten nlan that is int	ended to satisfy		
	,		the affirmative d						litudi, instruction of with				
	Table I	- Non-Deriva	tive Securities	s Acqu	ired	, Disposed	l of, o	r Beneficia	ally Owned				
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (li 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
				Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Class A Common Stock		05/25/2023		С		136,475	A	(1)	136,475	I	Mayfield XIV, a Cayman Islands Exempted		
											Limited Partnership <sup>(2)</sup>		
Class A Common Stock		05/25/2023		С		136,474	A	(1)	136,474	I	Mayfield Select, a Cayman Islands Exempted Limited Partnership <sup>(3)</sup>		
Class A Common Stock		05/25/2023		S		74,937	D	\$32.712 <sup>(5</sup>	) 61,538	I	Mayfield XIV, a Cayman Islands Exempted Limited Partnership <sup>(2)</sup>		
Class A Common Stock		05/25/2023		S		61,538	D	\$33.3136 <sup>(</sup>	6) 0	Ι	Mayfield XIV, a Cayman Islands Exempted Limited Partnership <sup>(2)</sup>		
		1	1	1	1		1	1	1	1	Mayfield		

74,936

61,538

s

S

D

D

\$32.712(5)

\$33.3136(6)

61,538

0

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities)																														
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)			5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Derivative Securities Acquired (A) or Disposed of (D) (Instr.		Derivative Securities Acquired (A) or Disposed of (D) (Instr.		Derivative Securities Acquired (A) or Disposed of (D) (Instr.		Derivative Securities Acquired (A) or Disposed of (D) (Instr.		Derivative Securities Acquired (A) or Disposed of (D) (Instr.		Expiration Date (Month/Day/Year)		Derivative Execurities (Month/Dayl Acquired (A) or Disposed of (D) (Instr.		Expiration Date				of Securities Underlying Derivative Security		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	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		(Instr. 4)																		
(1)	05/25/2023		С			136,475	(1)	(1)	Class A Common Stock	136,475	\$0.00	14,516,976	I	Mayfield XIV, a Cayman Islands Exempted Limited Partnership <sup>(2)</sup>																
(1)	05/25/2023		С			136,474	(1)	(1)	Class A Common Stock	136,474	\$0.00	1,710,508	I	Mayfield Select, a Cayman Islands Exempted Limited Partnership <sup>(3)</sup>																
(1)							(1)	(1)	Class A Common Stock	345,778		345,778	Ι	MF Leaders H-E, L.P. <sup>(4)</sup>																
	(1)	Conversion or Exercise Price of Derivative security     Date (Month/Day/Year)       (1)     05/25/2023       (1)     05/25/2023       (1)     05/25/2023	2. Conversion or Exercise Price of Derivative Security       3. Transaction Date (Month/Day/Year)       3A. Deemed Execution Date, if any (Month/Day/Year)         (1)       05/25/2023       4.         (1)       05/25/2023       4.         (1)       05/25/2023       4.         (1)       05/25/2023       4.	(e.g., puts,2. Conversion or Exercise Price of Derivative Security3. Transaction Execution Date, if any (Month/Day/Year)4. Transac Code (In Month/Day/Year)(1)05/25/2023	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.           (1)         05/25/2023         200         <	(e.g., puts, viii, subs, viii, subs, subs	(e.g., puts, calls, written2. Conversion or Exercise Price of Derivative Security3. Transaction Execution Date (Month/Day/Year) $\frac{4}{ransaction}$ $\frac{1}{ran$	(e.g., puts, curves, options         2. Conversion or Exercise Price of Derivative Security       3. Transaction Date (Month/Day/Year)       3. Deemed Execution Date, if any (Month/Day/Year)       4. Transaction Code (Instr. 8)       5. Number of Derivative Securities of (D) (Instr. 3, 4 urb 5)       6. Date Exercise Expiration Disposed of (D) (Instr. 3, 4 urb 5)         (1)       05/25/2023       Image: Comparison of the com	(e.g., puts, calles variables, options, converting, conversion of Exercise price of perivative securities are price of perivative securities.       3. Transaction Date Execution Date, if any (Month/Day/Year) $\frac{4}{Tansaction}$ 5. Number of Code (Instruction Date (Month/Day/Year)       6. Date Exercise being and the perivative securities are perivative securities.       6. Date Exercise being and the perivative securities.         1	(e.g., puts, culture, options, convertible sections, options, convertible section option, option option, o	(e.g., puts, virtues, options, convertible securities, options, convertible securities, options, convertible securities, options, convertible securities, convertible securitinter, convertible securities, convertible securities	Interpretation in the security of the security is price of perivative security of the security of	(e.g., purs, curves, sources, s	(e.g., puts-views, options, converties, options, converties, between the period to																

## 1. Name and Address of Reporting Person<sup>\*</sup> <u>MAYFIELD XIV, A CAYMAN ISLANDS</u> <u>EXEMPTED LIMITED PARTNERSHIP</u>

(Last) 2484 SAND HILL	(First) ROAD	(Middle)					
(Street) MENLO PARK	СА	94025					
(City)	(State)	(Zip)					
1. Name and Address <u>Mayfield XIV</u>	of Reporting Person <sup>*</sup> Management (EG	<u>P), L.P.</u>					
(Last) 2484 SAND HILL	(First) ROAD	(Middle)					
(Street) MENLO PARK	СА	94025					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person <sup>*</sup> <u>Mayfield XIV Management (UGP), Ltd.</u>							
(Last) 2484 SAND HILL	(First) ROAD	(Middle)					
(Street) MENLO PARK	СА	94025					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* <u>MAYFIELD SELECT, A CAYMAN ISLANDS</u> <u>EXEMPTED LIMITED PARTNERSHIP</u>							
(Last) 2484 SAND HILL	(First) ROAD	(Middle)					
(Street) MENLO PARK	СА	94025					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person <sup>*</sup> <u>Mayfield Select Management (EGP), L.P.</u>							
(Last)	(First)	(Middle)					

2484 SAND HILL ROAD							
(Street) MENLO PARK	CA	94025					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person <sup>*</sup> Mayfield Select Management (UGP), Ltd.							
(Last) 2484 SAND HILL	(First) ROAD	(Middle)					
(Street) MENLO PARK	СА	94025					
(City)	(State)	(Zip)					
1. Name and Address of <u>MF Leaders H-</u>							
(Last) 2484 SAND HILL	(First) ROAD	(Middle)					
(Street) MENLO PARK	СА	94025					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person <sup>*</sup> MF Leaders Management, L.L.C.							
(Last) 2484 SAND HILL	(First) ROAD	(Middle)					
(Street) MENLO PARK	СА	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 \$32.50 to \$32.995. 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.

6. 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 \$33.80. 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: 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** 05/30/2023 MANAGEMENT (UGP), LTD., its General Partner, By: /s/ Paul Kohli, Authorized Signatory MAYFIELD XIV MANAGEMENT (UGP), 05/30/2023 LTD., By: /s/ Paul Kohli, Authorized Signatory

05/30/2023

MAYFIELD SELECT, a Cayman Islands Exempted Limited Partnership, By: MAYFIELD SELECT MANAGEMENT (EGP), L.P., its General Partner, By: MAYFIELD SELECT MANAGEMENT (UGP), LTD., its General Partner, By: /s/ Paul Kohli, Authorized Signatory	<u>05/30/2023</u>
<u>MAYFIELD SELECT</u> <u>MANAGEMENT (EGP), L.P.,</u> <u>By: MAYFIELD SELECT</u> <u>MANAGEMENT (UGP), LTD., its General Partner, By:</u> <u>/s/ Paul Kohli, Authorized</u> <u>Signatory</u>	<u>05/30/2023</u>
MAYFIELD SELECT MANAGEMENT (UGP), LTD., By: /s/ Paul Kohli, Authorized Signatory	<u>05/30/2023</u>
<u>MF LEADERS H-E, L.P., a</u> <u>Delaware limited partnership,</u> <u>By: MF Leaders Management,</u> <u>L.L.C., its General Partner, By:</u> <u>/s/ Paul Kohli, Authorized</u> <u>Signatory</u>	<u>05/30/2023</u>
<u>MF Leaders Management,</u> L.L.C., By: /s/ Paul Kohli, Authorized Signatory	<u>05/30/2023</u>
** 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.