
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933**

Humacyte, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

85-1763759

(I.R.S. Employer Identification No.)

2525 East North Carolina Highway 54

Durham, NC

(Address of Principal Executive Offices)

27713

(Zip Code)

Humacyte, Inc. 2021 Long-Term Incentive Plan

(Full title of the plan)

Dale A. Sander

Chief Financial Officer

Humacyte, Inc.

2525 East North Carolina Highway 54

Durham, NC 27713

(Name and address of agent for service)

(919) 313-9633

(Telephone number, including area code, of agent for service)

Copy to:

Kerry S. Burke

Covington & Burling LLP

One CityCenter

850 Tenth Street, NW

Washington, DC 20001

(202) 662-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) is filed by Humacyte, Inc. (the “Company”) for the purpose of registering additional shares of its common stock, par value \$0.0001 per share (the “Common Stock”), under the Company’s 2021 Long-Term Incentive Plan (the “Plan”).

The number of shares of Common Stock reserved and available for issuance under the Plan will automatically increase on January 1 of each year, but not after August 26, 2031, in an amount equal to 5% of the total number of shares of the Company’s capital stock outstanding on December 31 of the preceding year, unless the board of directors of the Company acts prior to January 1 of a given year to provide that the increase for such year will be a lesser number of shares of Common Stock (the “Plan Provision”). The number of shares of Common Stock available for issuance under the Plan was increased by 5,183,686 shares, effective January 1, 2024. This Registration Statement registers the offer and sale of the 5,183,686 additional shares of Common Stock that are available for issuance under the Plan as a result of the Plan Provision.

Of the 12,908,939 shares of Common Stock currently authorized by the Plan, the offer and sale of which is being registered hereby, the Company has previously registered the offer and sale of 7,725,253 shares of Common Stock pursuant to the Company’s [Registration Statement on Form S-8 filed on October 28, 2021](#) (Commission File No. 333-260561) (the “Original Plan Registration Statement”).

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, the contents of the Original Plan Registration Statement, including any amendments thereto or filings incorporated therein by reference are incorporated herein by reference and made part of this Registration Statement. Any items in the Original Plan Registration Statement not expressly changed hereby shall be as set forth in the Original Plan Registration Statement.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents (File No. 001-818382) previously filed with the Securities and Exchange Commission (the “SEC”) are hereby incorporated by reference:

- the Company’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on [March 28, 2024](#) (the “2023 Annual Report”);
- the Company’s Current Reports on Form 8-K (File No. 001-39532) (other than portions thereof furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits accompanying such reports that are related to such items) filed on [February 9, 2024](#), [February 29, 2024](#) and [March 4, 2024](#); and
- the description of the Company’s Common Stock contained in [Exhibit 4.6](#) to our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on March 28, 2024, including any amendments or reports filed for the purposes of updating this description.

All reports and other documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities registered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents, except as to specific sections of such statements as set forth therein.

Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K (or any portion thereof so furnished) prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits.

Exhibit Number.	Description
4.1	<u>Second Amended and Restated Certificate of Incorporation of Humacyte, Inc. (incorporated by reference to Exhibit 3.1 to Humacyte, Inc.'s Current Report on Form 8-K, filed with the SEC on August 27, 2021).</u>
4.2	<u>Amended and Restated By Laws of Humacyte, Inc. (incorporated by reference to Exhibit 3.2 to Humacyte, Inc.'s Current Report on Form 8-K, filed with the SEC on August 27, 2021).</u>
5.1*	<u>Opinion of Covington & Burling LLP.</u>
23.1*	<u>Consent of Covington & Burling LLP (included in Exhibit 5.1).</u>
23.2*	<u>Consent of PricewaterhouseCoopers LLP.</u>
24.1*	<u>Power of attorney (included on signature page).</u>
99.1	<u>Humacyte, Inc. 2021 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.4 to Humacyte, Inc.'s Current Report on Form 8-K, filed with the SEC on August 27, 2021).</u>
107*	<u>Filing Fee Table.</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Humacyte, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Durham, State of North Carolina, on March 28, 2024.

HUMACYTE, INC.

By: /s/ Laura E. Niklason

Name: Laura E. Niklason, M.D., Ph.D.

Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Laura E. Niklason and Dale A. Sander, and each of them severally, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons, in the capacities indicated on March 28, 2024.

Signature

Title

/s/ Laura E. Niklason

Laura E. Niklason, M.D., Ph.D.

President, Chief Executive Officer and Director
(Principal Executive Officer)

/s/ Dale A. Sander

Dale A. Sander

Chief Financial Officer, Chief Corporate Development Officer and Treasurer
(Principal Financial and Accounting Officer)

/s/ Gordon M. Binder

Gordon M. Binder

Director

Director

Emery N. Brown, M.D., Ph.D.

/s/ Michael T. Constantino

Michael T. Constantino

Director

/s/ Brady W. Dougan

Brady W. Dougan

Director

/s/ C. Bruce Green

C. Bruce Green, M.D.

Director

/s/ Todd M. Pope

Todd M. Pope

Director

/s/ Kathleen Sebelius

Kathleen Sebelius

Director

/s/ Diane Seimetz

Diane Seimetz

Director

/s/ Rajiv Shukla

Rajiv Shukla

Director

/s/ Max Wallace

Max Wallace, J.D.

Director

/s/ Susan Windham-Bannister

Susan Windham-Bannister, Ph.D.

Director

Calculation of Filing Fee Table

Form S-8
(Form Type)

Humacyte, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾ (2)	Proposed Maximum Offering Price Per Unit ⁽³⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to be Paid	Equity	Common Stock, par value \$0.0001 per share	Other	5,183,686	\$3.13	\$16,224,937.18	\$0.00014760	\$2,394.81
Fees Previously Paid	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	Total Offering Amounts					\$16,224,937.18		\$2,394.81
	Total Fees Previously Paid							\$—
	Total Fee Offsets							\$—
	Net Fee Due							\$2,394.81

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Represents additional shares of common stock, par value \$0.0001 per share (“Common Stock”), of Humacyte, Inc. reserved for issuance under the Humacyte, Inc. 2021 Long-Term Incentive Plan (the “Plan”). The number of shares of Common Stock reserved and available for issuance under the Plan increased on January 1, 2024 in an amount equal to 5% of the total number of shares of Common Stock outstanding on December 31, 2023.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Common Stock, as reported on the Nasdaq Global Select Market under the symbol “HUMA” on March 26, 2024, which was \$3.13 per share.

COVINGTON

BEIJING BOSTON BRUSSELS DUBAI FRANKFURT
JOHANNESBURG LONDON LOS ANGELES NEW YORK
PALO ALTO SAN FRANCISCO SEOUL SHANGHAI WASHINGTON

Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001-4956
T +1 202 662 6000

March 28, 2024

Humacyte, Inc.
2525 East North Carolina Highway 54
Durham, North Carolina 27713

Ladies and Gentlemen:

We have acted as counsel to Humacyte, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company under the Securities Act of 1933, as amended (the “*Act*”), of 5,183,686 shares of the Company’s common stock, par value \$0.0001 per share (the “*Shares*”), issuable under the Company’s 2021 Long-Term Incentive Plan (the “*Plan*”), pursuant to the registration statement on Form S-8 filed with the Securities and Exchange Commission on the date hereof (such registration statement is referred to herein as the “*Registration Statement*”).

We have reviewed such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. We have assumed that all signatures are genuine, that all documents submitted to us as originals are authentic and that all copies of documents submitted to us conform to the originals.

We have relied as to certain matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued in accordance with the terms of the Plan, and any individual agreements relating to such Shares, the Shares will be validly issued, fully paid and nonassessable.

We are members of the bar of the District of Columbia. We do not express any opinion herein on any laws other than the General Corporation Law of the State of Delaware and reported judicial decisions interpreting these laws.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Covington & Burling LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Humacyte, Inc. of our report dated March 28, 2024 relating to the financial statements, which appears in Humacyte, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP
Raleigh, North Carolina
March 28, 2024