

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*<br><u>Niklason Laura E</u> |           |              | 2. Issuer Name and Ticker or Trading Symbol<br><u>Humacyte, Inc. [ HUMA ]</u>  |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President, CEO and Director</b> |  |  |
| (Last)  | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/08/2023</u>  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person   |  |  |
| <u>2525 EAST NORTH CAROLINA HIGHWAY 54</u>                          |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |   |  |  |
| (Street)  |           |              |  |  |  |   |  |  |
| <u>DURHAM</u>   | <u>NC</u> | <u>27713</u> |  |  |  |   |  |  |
| (City)  | (State)   | (Zip)        | Rule 10b5-1(c) Transaction Indication<br><input type="checkbox"/> 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. |  |  |   |  |  |

**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 |   |  |   |

**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 |
| Stock Options (right to buy)               | \$2.8  | 12/08/2023                           |  | A                              |   | 803,000  |     | (1)  | 12/08/2033      | Common Stock  | 803,000                                    | \$0  | 803,000   | D  |       |
| Stock Options (right to buy)               | \$10.28  | 12/11/2023                           |  | A                              |   | 525  |     | 12/11/2023 <sup>(2)</sup>                                | 12/14/2030      | Common Stock  | 525  | \$0  | 2,100   | D  |       |

**Explanation of Responses:**

- The first 25% of the option becomes exercisable on December 8, 2024, after which 1/48 of the option will become exercisable on the 8th of each month through December 8, 2027.
- On December 14, 2020, Humacyte granted options to purchase 2,625 shares of common stock, which vest as follows: (i) one-fifth on the first anniversary of the vesting commencement date, (ii) two-fifths in equal installments over a period of 24 months commencing on the first anniversary of the vesting commencement date, (iii) one-fifth upon the submission of a Biologics License Application ("BLA") to the FDA and (iv) one-fifth upon FDA approval of one of Humacyte's product candidates. Humacyte previously reported three-fifths of the option grant on a Form 4 filed on August 27, 2021. On December 11, 2023 Humacyte submitted a BLA to the FDA. Accordingly, columns 5 and 7 of Table II report the number of securities equal to one-fifth of the 12/14/2020 option grant.

**Remarks:**

/s/ Laura E. Niklason by Dale A. Sander as Attorney-in-Fact 12/12/2023

\*\* 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.