

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Dougan Brady W</u> (Last) (First) (Middle) 2525 EAST NORTH CAROLINA HIGHWAY 54 (Street) DURHAM NC 27713 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Humacyte, Inc. [HUMA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/14/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			
Common Stock	12/14/2021		S		23,694 ⁽¹⁾	D	\$9.798 ⁽²⁾	786,467	D	
Common Stock	12/14/2021		S		76,306	D	\$9.325 ⁽³⁾	710,161	D	
Common Stock	12/15/2021		S		125,000	D	\$8.885 ⁽⁴⁾	585,161	D	
Common Stock	12/16/2021		S		75,000	D	\$9 ⁽⁵⁾	510,161	D	
Common Stock								20,452,504	I	By Ayabudge LLC
Common Stock								1,148,240	I	By spouse

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)					

Explanation of Responses:

- A portion of this sale is matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended, against a portion of the purchase by Ayabudge LLC of 1,522,500 shares of the Issuer's common stock on August 26, 2021, at a price per share of \$10.00. The Reporting Person has paid the Issuer \$71.21, representing the full amount of profit realized in connection with this sale.
- The price is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$9.50 to \$10.06. The Reporting Person undertakes to provide upon request to the SEC staff, or any stockholder of the Issuer, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The price is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$8.825 to \$9.49. The Reporting Person undertakes to provide upon request to the SEC staff, or any stockholder of the Issuer, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The price is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$8.68 to \$9.43. The Reporting Person undertakes to provide upon request to the SEC staff, or any stockholder of the Issuer, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The price is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$8.79 to \$9.33. The Reporting Person undertakes to provide upon request to the SEC staff, or any stockholder of the Issuer, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

/s/ Brady W. Dougan by Dale A. Sander as Attorney-in-Fact 12/16/2021

** 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.