

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Sander Dale A.</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO and Chief Corp. Deve. Off.
	3. Date of Earliest Transaction (Month/Day/Year) 08/26/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 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	Amount or Number of Shares				
Stock Options (right to buy)	\$2.56	08/26/2021		A		39,389		(1)	09/01/2025	Common Stock	39,389	(2)	39,389	D	
Stock Options (right to buy)	\$6.54	08/26/2021		A		17,068		(1)	04/12/2028	Common Stock	17,068	(2)	17,068	D	
Stock Options (right to buy)	\$10.28	08/26/2021		A		1,575		12/14/2021 <sup>(3)</sup>	12/14/2030	Common Stock	1,575	(2)	1,575	D	
Stock Options (right to buy)	\$10.28	08/26/2021		A		183,817		11/09/2021 <sup>(4)</sup>	01/14/2031	Common Stock	183,817	(2)	183,817	D	
Stock Options (right to buy)	\$10.28	08/26/2021		A		210,077		05/14/2022 <sup>(5)</sup>	05/16/2031	Common Stock	210,077	(2)	210,077	D	

Explanation of Responses:

- Options are fully vested and exercisable.
- On August 26, 2021, Alpha Healthcare Acquisition Corp. ("AHAC") consummated a business combination (the "Business Combination") by and among AHAC, Hunter Merger Sub, Inc., a Delaware corporation ("Hunter Merger Sub") and Humacyte, Inc., a Delaware corporation ("Legacy Humacyte"). AHAC changed its name to "Humacyte, Inc." and Hunter Merger Sub merged with and into Legacy Humacyte. As part of the Business Combination, each Legacy Humacyte stock option was exchanged for a stock option to acquire 0.2626 shares of common stock of Humacyte, Inc.
- Options to purchase 2,625 shares of Common Stock granted on 12/14/2020, 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 to the FDA and (iv) one-fifth upon FDA approval of one of Humacyte's product candidates. Accordingly, columns 5, 7, and 9 of Table II report the number of securities equal to three-fifths of the 12/14/2020 option grant.
- Options vest annually in three equal installments on 11/09/2021, 11/09/2022, and 11/09/2023.
- Options vest annually in three equal installments on 05/14/2022, 05/14/2023, and 05/14/2024.

/s/ Dale A. Sander 08/27/2021

\*\* 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.

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