

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 9, 2026

Humacyte, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-39532

(Commission File Number)

85-1763759

(I.R.S. Employer
Identification Number)

**2525 East North Carolina Highway 54
Durham, NC**

(Address of principal executive offices)

27713

(Zip code)

(919) 313-9633

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Common Stock, par value \$0.0001 per share | HUMA | The Nasdaq Stock Market LLC |
| Redeemable Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50 | HUMAW | The Nasdaq Stock Market LLC |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As described under Item 5.07 of this Current Report on Form 8-K (the “Report”), Humacyte, Inc. (the “Company”) held its 2026 Annual Meeting of Stockholders (the “Annual Meeting”) on June 9, 2026. At the Annual Meeting, upon the recommendation of the Company’s board of directors, the Company’s stockholders approved an amendment to the Company’s Second Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) to increase the number of authorized shares of the Company’s common stock from 350,000,000 to 550,000,000 (the “Amendment”). The Amendment became effective upon the filing thereof with the Secretary of State of the State of Delaware on June 9, 2026.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 3.1 to this Report and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 9, 2026, the Company held its Annual Meeting. At the Annual Meeting, the Company’s stockholders voted on three proposals, all of which are described in more detail in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on [April 28, 2026](#) (the “Proxy Statement”).

As of the close of business on April 23, 2026, the record date for the Annual Meeting, there were 222,019,108 shares of the Company’s common stock outstanding, each of which was entitled to one vote with respect to each proposal. A total of 127,474,086 shares of common stock, representing approximately 57.41% of the shares of common stock entitled to vote, were present in person or by proxy, constituting a quorum.

Proposal 1 – Election of Directors

The stockholders elected each of the three Class II directors who were nominated to serve until the Company’s 2029 annual meeting of stockholders or until such director’s successor is elected, or until such director’s earlier death, resignation or removal. The results of stockholders’ votes on this matter were as follows:

| Nominee | For | Withheld | Broker Non-Votes |
|---------------------|------------|-----------------|-------------------------|
| John P. Bamforth | 48,332,651 | 13,968,428 | 65,173,007 |
| Keith Anthony Jones | 52,871,152 | 9,429,927 | 65,173,007 |
| Kathleen Sebelius | 52,765,738 | 9,535,341 | 65,173,007 |

Proposal No. 2 – Approval of Named Executive Officer Compensation

The stockholders approved, on an advisory basis, the compensation paid to the Company’s named executive officers, as described in the executive compensation section of the proxy statement. The results of stockholders’ votes on this matter were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 40,100,324 | 19,493,367 | 2,707,388 | 65,173,007 |

Proposal No. 3 – Approval of the Frequency of Future Advisory Votes on Named Executive Officer Compensation

The stockholders approved, on an advisory basis, the holding of advisory vote to approve the compensation paid to the Company’s named executive officers on an annual basis. The results of stockholders’ votes on this matter were as follows:

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|---------------|----------------|----------------|----------------|-------------------------|
| 54,130,231 | 5,976,614 | 1,068,557 | 1,125,677 | 65,173,007 |

The Company will include an advisory vote to approve executive compensation on an annual basis until the next required vote on the frequency of future advisory votes to approve executive compensation.

Proposal 4 – Ratification of the Selection of Independent Registered Public Accounting Firm

The appointment of Pricewaterhouse Coopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2026 was ratified. The results of stockholders’ votes on this matter were as follows:

| For | Against | Abstain |
|-------------|----------------|----------------|
| 125,187,135 | 1,654,285 | 632,666 |

There were no broker non-votes on this proposal.

Proposal 5 – Approval of an Amendment to the Certificate of Incorporation to Increase the Number of Authorized Shares of Common Stock.

The stockholders approved the Amendment to increase the number of authorized shares of common stock from 350,000,000 shares to 550,000,000 shares. The results of stockholders’ votes on this matter were as follows:

| For | Against | Abstain |
|-------------|----------------|----------------|
| 102,313,282 | 23,088,322 | 2,072,482 |

There were no broker non-votes on this proposal.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-----------------------|---|
| 3.1 | Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Humacyte, Inc., as amended. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HUMACYTE, INC.

Date: June 9, 2026

By: /s/ Dale A. Sander

Name: Dale A. Sander

Title: Chief Financial Officer, Chief Corporate Development Officer
and Treasurer

**CERTIFICATE OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
HUMACYTE, INC.**

Humacyte, Inc. (the “*Corporation*”), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “*DGCL*”), does hereby certify that:

FIRST: The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on July 1, 2020. The Corporation filed an amended and restated certificate of incorporation with the Secretary of State of the State of Delaware on September 17, 2020. The Corporation filed a second amended and restated certificate of incorporation with the Secretary of State of the State of Delaware on August 26, 2021, and filed a certificate of amendment to the second amended and restated certificate of incorporation with the Secretary of State of the State of Delaware on June 10, 2025 (as so amended, the “*Second Amended and Restated Certificate*”).

SECOND: The amendment to the Second Amended and Restated Certificate set forth below was duly adopted by the board of directors and the stockholders of the Corporation in accordance with Sections 228 and 242 of the DGCL.

THIRD: Section 4.1 of Article IV of the Second Amended and Restated Certificate is hereby amended and restated in its entirety to read as follows:

“Section 4.1 Authorized Capital Stock. The total number of shares of all classes of capital stock, each with a par value of \$0.0001 per share, which the Corporation is authorized to issue is 570,000,000 shares, consisting of (a) 550,000,000 shares of common stock (the “*Common Stock*”) and (b) 20,000,000 shares of preferred stock (the “*Preferred Stock*”).”

FOURTH: This Certificate of Amendment to the Second Amended and Restated Certificate shall be effective upon filing with the Secretary of State of the State of Delaware. Except as herein amended, all other provisions of the Second Amended and Restated Certificate remain in full force and effect.

* * * *

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by the undersigned authorized officer as of the 9th day of June, 2026.

By: /s/ Dale A. Sander

Dale A. Sander

Chief Financial Officer, Chief Corporate Development Officer, and
Treasurer
