

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

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

1. Name and Address of Reporting Person* <u>Dougan Brady W</u> <hr/> (Last) (First) (Middle) 2525 EAST NORTH CAROLINA HIGHWAY 54 <hr/> (Street) DURHAM NC 27713 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Humacyte, Inc. [HUMA]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 06/11/2024 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) <hr/> 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
Rule 10b5-1(c) Transaction Indication <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			
Common Stock	06/11/2024		S		282,000 ⁽¹⁾	D	\$7.0922	4,907,288	I	By Ayabudge LLC
Common Stock	06/11/2024		S		76,630 ⁽²⁾	D	\$7.02 ⁽³⁾	4,830,658	I	By Ayabudge LLC
Common Stock	06/12/2024		S		271,518 ⁽²⁾	D	\$7.3 ⁽⁴⁾	4,559,140	I	By Ayabudge LLC
Common Stock								240,832	I	By spouse
Common Stock								510,161	D	
Common Stock								1,148,240	I	By The Niklason Living Trust

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					

Explanation of Responses:

1. Shares were sold in a private transaction to a trust controlled by family members of Laura E. Niklason, the Reporting Person's spouse. Said family members do not share the same household as the Reporting Person's spouse.
2. The sales were made by Ayabudge LLC, an entity controlled by Brady W. Dougan. The transactions enabled Mr. Dougan to pay down leverage while providing a mechanism for investors to acquire shares of the Issuer at a time that the Issuer was not conducting a financing transaction and was not making any additional shares available for purchase.
3. The price is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$7.00 to \$7.115. 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 sold at each separate price within the range set forth in this footnote.
4. The price is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$7.25 to \$7.545. 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 sold at each separate price within the range set forth in this footnote.

Remarks:

/s/ Brady W. Dougan by Dale A. Sander as Attorney-in-Fact 06/13/2024

** 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.