

**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): November 21, 2025

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 1.02. Termination of a Material Definitive Agreement

As previously disclosed, on September 1, 2022, Humacyte, Inc. (the “Company”) entered into an Open Market Sale Agreement™ (the “Agreement”) with Jefferies LLC (“Jefferies”), under which the Company may offer and sell its common stock, par value \$0.0001 per share, from time to time having an aggregate offering price of up to \$80,000,000 during the term of the Agreement through Jefferies, acting as agent.

On November 21, 2025, the Company delivered a notice to Jefferies terminating the Agreement, which termination will become effective under the Agreement 10 days thereafter. The Company is not subject to any termination penalties related to the termination of the Agreement. A copy of the Agreement was filed as Exhibit 1.2 to the Company’s Registration Statement on Form S-3 (File No. 333-267225) filed with the Securities and Exchange Commission on September 1, 2022.

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: November 26, 2025

By: /s/ Dale A. Sander

Name: Dale A. Sander

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