1. Name and Address of Reporting Person

Dougan Brady W

(Last) (First) (Middle)
2525 EAST NORTH CAROLINA HIGHWAY 54
DURHAM NC 27713

2. Issuer Name and Ticker or Trading Symbol

Humacyte, Inc. [HUMA]

5. Relationship of Reporting Person(s) to Issuer

X Director
X 10% Owner

3. Date of Earliest Transaction (Month/Day/Year)

12/14/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)

12/16/2021

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
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. 4) | 4. Securities Acquired (A) or Disposed of (B) (Instr. 5 and 6) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 5 and 6) | 6. Ownership Form: (D) or Indirect (I) (Instr. 4) |
| 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(1) | 710,161    | D            |
| Common Stock                    | 12/15/2021          | S            | 125,000 D   | $8,885(3) | 585,161    | D            |
| Common Stock                    | 12/16/2021          | S            | 75,000 D    | $9(4)     | 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) | 4. Transaction Code (Instr. 4) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) | 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: (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock                    |                     |              |            |            |             |             |             |             |             |             |

Explanation of Responses:

1. 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 $71,211, representing the full amount of profit realized in connection with this sale.

2. 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.

3. 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.

4. 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.

5. 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.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

A. Sander as Attorney-in-Fact

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

12/16/2021

** Signature of Reporting Person

Date

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


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.