

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

**SCHEDULE 14A
(Rule 14a-101)**

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Humacyte, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rule 14a-6(i)(1) and 0-11

Your **Vote** Counts!

HUMACYTE, INC.

2024 Annual Meeting
Vote by June 10, 2024
11:59 P.M. Eastern Time

HUMACYTE, INC.
2525 E. NC HIGHWAY 54
DURHAM, NC 27713



V49502-P10534

You invested in HUMACYTE, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 11, 2024.**

Get informed before you vote

View the Notice & Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 28, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

June 11, 2024
8:00 A.M. Eastern Time

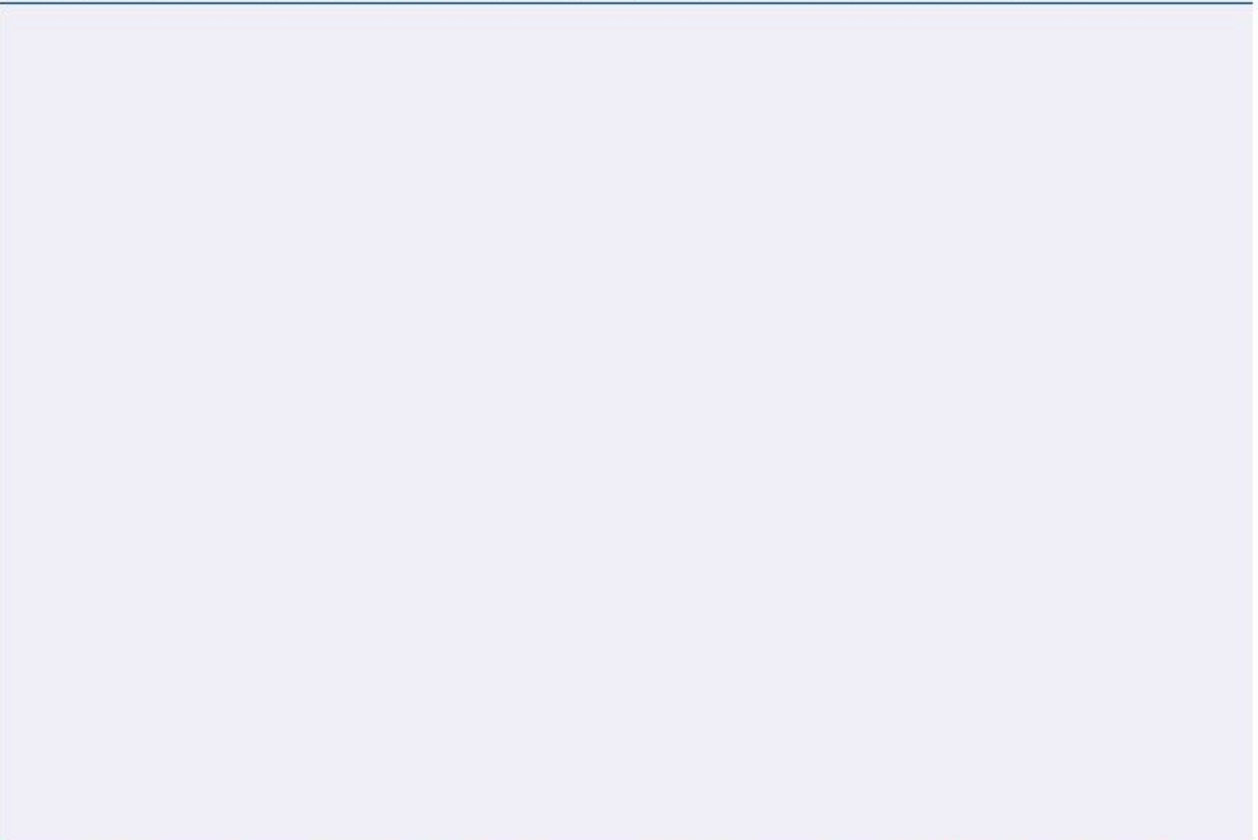
Virtually at:
www.virtualshareholdermeeting.com/HUMA2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting and is not a form for voting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends						
<p>1. Election of six Class III directors to serve until the 2027 annual meeting of stockholders.</p> <p>Nominees:</p> <table border="0"><tr><td>01) John P. Bamforth</td><td>04) Keith Anthony Jones</td></tr><tr><td>02) Emery N. Brown</td><td>05) Laura E. Niklason</td></tr><tr><td>03) Michael T. Constantino</td><td>06) Susan Windham-Bannister</td></tr></table>	01) John P. Bamforth	04) Keith Anthony Jones	02) Emery N. Brown	05) Laura E. Niklason	03) Michael T. Constantino	06) Susan Windham-Bannister	<input checked="" type="checkbox"/> For
01) John P. Bamforth	04) Keith Anthony Jones						
02) Emery N. Brown	05) Laura E. Niklason						
03) Michael T. Constantino	06) Susan Windham-Bannister						
<p>2. Ratification of the selection of PricewaterhouseCoopers LLP by the Board of Directors as Humacyte, Inc.'s independent registered public accounting firm for the year ending December 31, 2024.</p>	<input checked="" type="checkbox"/> For						
<p>NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof.</p>							



Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".