

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Prichard Heather Ledbetter</u>  (Last) (First) (Middle) 2525 EAST NORTH CAROLINA HIGHWAY 54  (Street) DURHAM NC 27713  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Humacyte, Inc. [ HUMA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/26/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/26/2021		A		2,625	A	(1)	2,625	D	

**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						Title
Stock Options (right to buy)	\$1.15	08/26/2021		A		6,564		(2)	12/14/2022	Common Stock	6,564	(3)	6,564	D	
Stock Options (right to buy)	\$1.19	08/26/2021		A		78,779		(2)	11/22/2023	Common Stock	78,779	(3)	78,779	D	
Stock Options (right to buy)	\$2.56	08/26/2021		A		78,779		(2)	12/11/2025	Common Stock	78,779	(3)	78,779	D	
Stock Options (right to buy)	\$6.54	08/26/2021		A		157,558		(2)	04/12/2028	Common Stock	157,558	(3)	157,558	D	
Stock Options (right to buy)	\$10.28	08/26/2021		A		1,575		(2)	12/14/2021 <sup>(4)</sup> 12/14/2030	Common Stock	1,575	(3)	1,575	D	

**Explanation of Responses:**

- On August 26, 2021, Alpha Health care Acquisition Corp. ("AHAC") consummated a business combination (the "Business Combination") by and among AHAC, Hunter Merger Sub, Inc., a Delaware corporation ("Hunter Merger Sub") and Humacyte, Inc., a Delaware corporation ("Legacy Humacyte"). AHAC changed its name to "Humacyte, Inc." and Hunter Merger Sub merged with and into Legacy Humacyte. As part of the Business Combination, each share of Legacy Humacyte stock was exchanged for 0.2626 shares of common stock of Humacyte, Inc.
- Options are fully vested and exercisable.
- As part of the Business Combination, each Legacy Humacyte stock option was exchanged for a stock option to acquire 0.2626 shares of common stock of Humacyte, Inc.
- Options to purchase 2,625 shares of Common Stock granted on 12/14/2020, which vest as follows: (i) one-fifth on the first anniversary of the vesting commencement date, (ii) two-fifths in equal installments over a period of 24 months commencing on the first anniversary of the vesting commencement date, (iii) one-fifth upon the submission of a Biologics License Application to the FDA and (iv) one-fifth upon FDA approval of one of Humacyte's product candidates. Accordingly, columns 5, 7, and 9 of Table II report the number of securities equal to three-fifths of the 12/14/2020 option grant.

/s/ Heather Ledbetter Prichard  
by Dale A. Sander as Attorney-in-Fact 08/27/2021

\*\* 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.

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