SEC Form 4

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c)
defense conditions of Rule 10b5-1(c). See Instruction 10.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL									
OMB Number: 3235-0287									
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1. Name and Address of Reporting Person [*] Sebelius Kathleen			2. Issuer Name and Ticker or Trading Symbol Humacyte, Inc. [HUMA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Least) (Firest) (Middle)		()	3. Date of Earliest Transaction (Month/Day/Year) 09/10/2024	Officer (give title Other (specify below) below)
(Street) DURHAM (City)	NC (State)	27713 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	 6. Individual or Joint/Group Filing (Check Applicable Line) 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)	Code (Transaction Disposed Of (D) Code (Instr. 5)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	nount (A) or (D) Price		Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	09/10/2024		М		4,521	A	\$4.34	43,910	D		
Common Stock	09/10/2024		S		3,634	D	\$5.41 ⁽¹⁾	40,276	D		
Common Stock	09/10/2024		М		2,479	A	\$3.35	42,755	D		
Common Stock	09/10/2024		S		1,548	D	\$5.39 ⁽²⁾	41,207	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

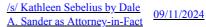
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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exercisable and Expiration Date (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	Amount or Number of Shares				
Stock Options (right to buy)	\$4.34	09/10/2024		М			4,521	08/09/2024	06/09/2032	Common Stock	4,521	\$0	3,979	D	
Stock Options (right to buy)	\$3.35	09/10/2024		М			2,479	08/15/2024	06/15/2033	Common Stock	2,479	\$0	6,021	D	

Explanation of Responses:

1. The price is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$5.411 to \$5.42. 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.

2. The price is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$5.38 to \$5.40. 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:



** 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.