

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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).

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). See Instruction 10.

1. Name and Address of Reporting Person* <u>Sebelius Kathleen</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/10/2024	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/10/2024		M		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		M		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)

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)	\$4.34	09/10/2024		M		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		M		2,479		08/15/2024	06/15/2033	Common Stock	2,479	\$0	6,021	D	

Explanation of Responses:

- 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.
- 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:

/s/ Kathleen Sebelius by Dale A. Sander as Attorney-in-Fact 09/11/2024
 ** 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.