

Naydenov Jordan G
 Form 4
 November 16, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Naydenov Jordan G

(Last) (First) (Middle)
 1111 MAIN STREET, SUITE 660
 (Street)

VANCOUVER, WA 98660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CytoDyn Inc. [CYDY]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/16/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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)	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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/16/2018		D		5,304,490	D	<u>(1)</u> <u>(2)</u> 0

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

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 control number.

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 (9-02)

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. 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 Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (right to buy)	\$ 0.66	11/16/2018		D		50,000	06/01/2015	06/01/2019	Common Stock	50,000
Stock Options (right to buy)	\$ 2	11/16/2018		D		50,000	08/08/2012	08/08/2021	Common Stock	50,000
Stock Options (right to buy)	\$ 1.55	11/16/2018		D		25,000	06/01/2013	06/01/2022	Common Stock	25,000
Stock Options (right to buy)	\$ 0.975	11/16/2018		D		50,000	09/01/2016	06/01/2025	Common Stock	50,000
Stock Options (right to buy)	\$ 1.09	11/16/2018		D		50,000	06/01/2017	06/01/2026	Common Stock	50,000
Stock Options (right to buy)	\$ 0.57	11/16/2018		D		75,000	09/01/2018	06/01/2027	Common Stock	75,000
Stock Options (right to buy)	\$ 0.56	11/16/2018		D		96,397	02/07/2018	02/07/2028	Common Stock	96,397
Stock Options (right to buy)	\$ 0.8	11/16/2018		D		50,000	02/15/2018	02/15/2023	Common Stock	50,000
Stock Options (right to buy)	\$ 0.49	11/16/2018		D		100,000	<u>(3)</u>	06/08/2028	Common Stock	100,000
	\$ 0.75	11/16/2018		D		133,334	01/31/2018	01/31/2023		133,334

