

Kelly Scott A.
Form 4
November 19, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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 *
Kelly Scott A.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

VANCOUVER, WA 98660

4. If Amendment, Date 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

(City) (State) (Zip)

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)
Common Stock	11/16/2018		A	V	1,243,170	A	(1) (2)
Common Stock	11/16/2018		A		691,208	A	(1) (2)
Common Stock	11/16/2018		A		23,180	A	(1) (2)
	11/16/2018		A		22,980	A	(1) (2)

By Spouse
As Custodian for Daughter; See Footnote (3)

Common Stock	<u>(1)</u> <u>(2)</u>	As Custodian for Daughter; See Footnote <u>(3)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (right to buy)	\$ 0.61	11/16/2018		A		7,123		05/31/2017	04/10/2027	Common Stock	7,123
Stock Options (right to buy)	\$ 0.57	11/16/2018		A		75,000		09/01/2018	06/01/2027	Common Stock	75,000
Stock Options (right to buy)	\$ 0.56	11/16/2018		A		97,009		02/07/2018	02/07/2028	Common Stock	97,009
Stock Options (right to buy)	\$ 0.49	11/16/2018		A		100,000		<u>(4)</u>	06/08/2028	Common Stock	100,000
Stock Options (right to buy)	\$ 0.565	11/16/2018		A		250,000		11/08/2018	11/08/2028	Common Stock	250,000
	\$ 1.35	11/16/2018		A		50,000		05/26/2016	05/26/2021		50,000

Warrants (right to buy)								Common Stock	
Warrants (right to buy)	\$ 0.75	11/16/2018		A	166,666	02/10/2016	02/10/2021	Common Stock	166,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Scott A. 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660	X			

Signatures

/s/ Michael D. Mulholland, as
attorney-in-fact

11/16/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

On November 16, 2018, CytoDyn Inc. completed a holding company reorganization in which CytoDyn Inc. ("Old CytoDyn") merged with and into a wholly-owned subsidiary of Point NewCo Inc. (which has been renamed CytoDyn Inc.) ("New CytoDyn") with Old CytoDyn continuing as the surviving corporation and as a wholly-owned subsidiary of New CytoDyn (the "Holding Company

(1) Reorganization"). In the Holding Company Reorganization, each outstanding share of Old CytoDyn capital stock (including common stock and Series B preferred stock) was disposed of in exchange for an equivalent share of New CytoDyn capital stock, and each Old CytoDyn warrant, convertible promissory note and stock option was converted into an equivalent right to purchase New CytoDyn common stock.

In connection with the transactions consummated on November 16, 2018, immediately after the effective time of the Holding Company

(2) Reorganization, New CytoDyn issued to ProstaGene, LLC 27,000,000 newly issued shares of New CytoDyn common stock (representing approximately 6.5% of the total number of outstanding shares of New CytoDyn common stock, after giving effect to such issuance).

(3) The reporting person disclaims beneficial ownership of the reported securities, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

(4) The options (including predecessor options) vest in four equal quarterly installments commencing on September 1, 2018.

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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