

CYTODYN INC  
Form 8-K/A  
December 06, 2013

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

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported):**  
**November 1, 2013**

**CytoDyn Inc.**  
**(Exact name of registrant as specified in charter)**

**Colorado**  
**(State or other jurisdiction of incorporation)**

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**000-49908**

**(SEC File Number)**

**75-3056237**

**(IRS Employer Identification No.)**

**1111 Main Street, Suite 660**

**Vancouver, Washington**  
**(Address of principal executive offices)**

**98660**  
**(Zip Code)**

**Registrant's telephone number, including area code:**

**(360) 980-8524**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) The 2013 annual meeting of shareholders of the Company was held on November 1, 2013.

(b) Below are the final voting results with respect to the matters considered and voted on by the Company's shareholders at the annual meeting.

Proposal 1. Election of six directors, each for a one-year term.

| Board Nominee             | Shares Voted For | Shares Withheld | Abstentions | Broker Non-votes |
|---------------------------|------------------|-----------------|-------------|------------------|
| Nader Pourhassan, Ph.D.   | 11,967,025       | 635,684         | 2,358,439   | 5,962,771        |
| Anthony D. Caracciolo     | 13,530,258       | 161,276         | 1,269,604   | 5,962,771        |
| Gregory A. Gould          | 8,679,253        | 6,281,895       | 0           | 5,962,771        |
| A. Bruce Montgomery, M.D. | 12,563,933       | 38,776          | 2,358,439   | 5,962,771        |
| Jordan Naydenov           | 11,252,317       | 1,350,382       | 2,358,439   | 5,962,771        |
| Michael Nobel, Ph.D.      | 11,422,561       | 2,268,983       | 1,269,604   | 5,962,771        |

In addition to the six nominees listed above, Nickitas Panayotou, a shareholder of the Company, was nominated from the floor for election as a director at the annual meeting of shareholders. Mr. Panayotou received 2,873,053 votes in favor of his election pursuant to ballots submitted by shareholders of record present in person or by attorney-in-fact at the meeting.

Proposal 2. Ratification of the appointment of Warren Averett, LLP as the Company's independent public accountants for the year ending May 31, 2014.

| Shares Voted For | Shares Voted Against | Abstentions |
|------------------|----------------------|-------------|
| 18,483,910       | 42,417               | 2,305,592   |

Proposal 3. Advisory vote to approve the Company's executive compensation.

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-votes |
|------------------|----------------------|-------------|------------------|
| 4,509,788        | 6,074,319            | 1,412,885   | 5,962,771        |

Proposal 4. Advisory vote on the frequency of holding future advisory votes on the Company's executive compensation.

| 1 Year    | 2 Years | 3 Years | Abstentions | Broker Non-votes |
|-----------|---------|---------|-------------|------------------|
| 8,802,551 | 600,728 | 219,044 | 1,193,834   | 5,962,771        |

(d) The Company has determined that, as recommended by the Company's board of directors and consistent with the results of the advisory shareholder vote at the annual meeting, the Company will hold an advisory vote annually to approve the compensation of the Company's named executive officers during the period until the next required advisory vote on the frequency of voting on executive compensation is held.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is filed with this Form 8-K:

99.1 Description of Common Stock of CytoDyn Inc. (previously filed).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CytoDyn Inc.

Dated: December 6, 2013

By: /s/ Michael D. Mulholland  
Michael D. Mulholland

Chief Financial Officer