

Kelly Scott A.
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 *
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		D	V Amount (A) or (D) Price <u>(1)</u> / <u>(2)</u>	1,243,170 D 0	D	
Common Stock	11/16/2018		D	V Amount (A) or (D) Price <u>(1)</u> / <u>(2)</u>	691,208 D 0	I	By Spouse
Common Stock	11/16/2018		D	V Amount (A) or (D) Price <u>(1)</u> / <u>(2)</u>	23,180 D 0	I	As Custodian for Daughter; See Footnote <u>(3)</u>
	11/16/2018		D	V Amount (A) or (D) Price	22,980 D 0	I	

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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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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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options (right to buy)	\$ 0.61	11/16/2018		D		7,123	05/31/2017	04/10/2027	Common Stock	7,123
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		97,009	02/07/2018	02/07/2028	Common Stock	97,009
Stock Options (right to buy)	\$ 0.49	11/16/2018		D		100,000	<u>(4)</u>	06/08/2028	Common Stock	100,000
Stock Options (right to buy)	\$ 0.565	11/16/2018		D		250,000	11/08/2018	11/08/2028	Common Stock	250,000
	\$ 1.35	11/16/2018		D		50,000	05/26/2016	05/26/2021		50,000

