

Pestell Richard MD
 Form 4
 November 20, 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 *
 Pestell Richard MD

(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)
 Chief Medical Officer

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 Indirect Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	11/16/2018		A		8,342,000 <u>(1) (2)</u>	A		\$ 0.5696 <u>(1)</u>	8,342,000	D	
Common Stock	11/16/2018		A		12,782,440 <u>(1) (3)</u>	A		\$ 0.5696 <u>(1)</u>	21,124,440	I	By ProstaGene, LLC <u>(3)</u>

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

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 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 0.551	11/16/2018		A	350,000	(4)	11/16/2028	Common Stock	350,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pestell Richard MD 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660	X		Chief Medical Officer	

Signatures

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

11/20/2018

__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).

(1) On November 16, 2018, CytoDyn Inc. (the "Company") completed its acquisition (the "Acquisition") of substantially all the assets and certain liabilities of ProstaGene, LLC ("ProstaGene"). As consideration for the Acquisition, the Company issued to ProstaGene an aggregate of 27,000,000 shares of common stock, valued at \$0.5696 per share, based upon the closing share price as of November 15, 2018.

(2) Of the shares of common stock issued to ProstaGene on the closing date, 8,342,000 shares were further distributed to Dr. Richard G. Pestell immediately upon the closing. Such shares are subject to certain transfer restrictions and forfeiture obligations, as specified in the agreements relating to the Acquisition, vesting ratably each year over three years subject to certain continuing employment obligations of Dr. Pestell to the Company.

(3) As of the closing date, Dr. Pestell held an indirect interest in (i) 8,611,427 of 13,258,000 shares of common stock issued to ProstaGene on the closing date for further distribution to its members following the closing, and (ii) 4,171,013 of 5,400,000 shares of common stock held in escrow for the benefit of ProstaGene and its members, vesting ratably every six months over eighteen months, which are subject to forfeiture to satisfy certain indemnity obligations of ProstaGene to the Company. Dr. Pestell disclaims beneficial ownership of any shares held by or for the benefit of ProstaGene, except to the extent of his pecuniary interest therein.

(4) The options vest in three equal annual installments commencing on November 16, 2019.

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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