



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

December 29, 2020

Nader Z. Pourhassan, Ph.D.  
Chief Executive Officer  
CytoDyn Inc.  
1111 Main Street, Suite 660  
Vancouver, WA 98660

**Re: CytoDyn Inc.**  
**Registration Statement on Form S-3**  
**Filed December 18, 2020**  
**File No. 333-251522**

Dear Dr. Pourhassan:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Ada D. Sarmiento at 202-551-3798 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Arian Colachis, Esq.