

# FORM 4

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

OMB APPROVAL  
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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Naydenov Jordan G			2. Issuer Name and Ticker or Trading Symbol CytoDyn Inc. [CYDY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) 1111 MAIN STREET, SUITE 660			3. Date of Earliest Transaction (Month/Day/Year) 09/23/2021					
(Street) VANCOUVER, WA 98660			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/23/2021		M		888,888	A	\$ 0.45	7,590,211	D	
Common Stock	09/23/2021		M		133,332	A	\$ 0.75	7,723,543	D	
Common Stock	09/23/2021		M		266,668	A	\$ 0.75	7,990,211	D	

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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant (Right to Buy)	\$ 0.45	09/23/2021		D		444,444		12/13/2019	12/13/2024	Common Stock	444,444	(U)	0	D	
Warrant (Right to Buy)	\$ 0.75	09/23/2021		D		66,666		07/26/2017	07/26/2022	Common Stock	66,666	(U)	0	D	
Warrant (Right to Buy)	\$ 0.75	09/23/2021		D		133,334		01/31/2018	01/31/2023	Common Stock	133,334	(U)	0	D	
Warrant (Right to Buy)	\$ 0.45	09/23/2021		A		888,888		09/23/2021	12/13/2024	Common Stock	888,888	(U)	888,888	D	
Warrant (Right to Buy)	\$ 0.75	09/23/2021		A		133,332		09/23/2021	07/26/2022	Common Stock	133,332	(U)	133,332	D	
Warrant (Right to Buy)	\$ 0.75	09/23/2021		A		266,668		09/23/2021	01/31/2023	Common Stock	266,668	(U)	266,668	D	
Warrant (Right to Buy)	\$ 0.45	09/23/2021		M		888,888		09/23/2021	12/13/2024	Common Stock	888,888	(U)	0	D	
Warrant (Right to Buy)	\$ 0.75	09/23/2021		M		133,332		09/23/2021	07/26/2022	Common Stock	133,332	(U)	0	D	
Warrant (Right to Buy)	\$ 0.75	09/23/2021		M		266,668		09/23/2021	01/31/2023	Common Stock	266,668	(U)	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Naydenov Jordan G 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660	X			

## Signatures

By: /s/ Michael D. Mulholland, Attorney-in-fact		09/27/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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 September 23, 2021, as an inducement to exercise, the Issuer and the Reporting Person agreed to amend three warrants held by the Reporting Person (the "Warrants") to purchase a total of (1) 644,444 shares of the Issuer's common stock, par value \$0.001 per share (the "Common Stock"), pursuant to which twice as many shares could be purchased for double the total original exercise price.

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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