

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to
Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Arman Arvin Cyrus</u> (Last) (First) (Middle) <u>1111 MAIN STREET, SUITE 660</u> (Street) <u>VANCOUVER WA 98660</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CytoDyn Inc. [CYDY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) President
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	02/13/2023		A		434,782 ⁽¹⁾⁽²⁾	A	(2)	1,081,334 ⁽²⁾	D		

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrants (right to buy)	\$0.5	02/13/2023		A		434,782 ⁽¹⁾⁽²⁾		(3)	(3)	Common Stock	434,782 ⁽¹⁾⁽²⁾	(2)	434,782 ⁽²⁾	D	

Explanation of Responses:

1. The reported securities are included within Units purchased by the reporting person in a private placement directly with the Company. The terms are identical to a concurrent offering being conducted through a placement agent (the "Offering"). Each "Unit" consists of one share of common stock and one warrant to purchase one share of common stock.

2. The number of Units and the corresponding numbers of shares and warrants have been calculated based on a purchase price of \$0.23 per Unit, which was equal to 90% of the intraday volume weighted average price of the common stock on January 12, 2023, the date of the first closing in the Offering. The number of Units and corresponding numbers of shares and warrants purchased in the Offering will increase if 90% of the intraday volume weighted average price of a share of common stock on the final closing date in the Offering is lower than \$0.23. The revised numbers will be calculated by dividing \$100,000 by such lower price.

3. The warrants will become exercisable in full on the final closing date of the Offering. The warrants will expire five years after the exercise date.

/s/ Antonio Migliarese, Attorney- 02/14/2023
In-Fact

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.