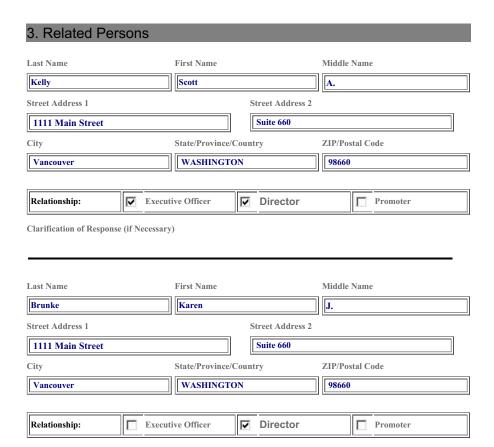


## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.

1. Issuer's Identity		
CIK (Filer ID Number)	Previous Name(s) None	Entity Type
0001175680	Rexray Corporation	© Corporation
Name of Issuer	CYTODYN INC	C Limited Partnership
CytoDyn Inc.	REXRAY CORP	C Limited Liability Company
Jurisdiction of Incorporation/Organization		General Partnership
DELAWARE		C Business Trust
Year of Incorporation/Organization  © Over Five Years Ago	n	C Other
Within Last Five Years (Specify Year)		
C Yet to Be Formed		





Clarification of Response	e (if Necessary)					
ast Name	1	First Name		Middle	Name	
Ndhlovu		Lishomwa		C.		
Street Address 1			Street Address 2			
1111 Main Street			Suite 660			
City		State/Province	c/Country	ZIP/Pos	stal Code	
Vancouver		WASHINGT	TON	98660	1	
Relationship:	Executive Executive	ve Officer	Director		Promoter	
Clarification of Response	e (if Necessary)					
Last Name	1	First Name		Middle	Name	
Naydenov		Jordan		G.		
Street Address 1			Street Address 2			
1111 Main Street			Suite 660			
City		State/Province	e/Country	ZIP/Pos	stal Code	
Vancouver		WASHINGT	TON	98660		
Relationship:	*	ve Officer	Director		Promoter	
	e (if Necessary)		Director	Middle		
Clarification of Response	e (if Necessary)		Director	Middle	Name	
Clarification of Response	e (if Necessary)	First Name	Director  Street Address 2	Durke	Name	
Clarification of Response  Last Name  Urbach	e (if Necessary)	First Name		Durke	Name	
Last Name Urbach  Street Address 1	e (if Necessary)	First Name	Street Address 2 Suite 660	Durke	Name	_
Last Name Urbach Street Address 1  1111 Main Street	e (if Necessary)	First Name	Street Address 2 Suite 660 //Country	Durke	Name ee	
Last Name Urbach Street Address 1 1111 Main Street	e (if Necessary)	First Name Tanya State/Province	Street Address 2 Suite 660 //Country	Durke ZIP/Pos	Name ee	
Last Name Urbach Street Address 1 1111 Main Street	e (if Necessary)	First Name Tanya State/Province	Street Address 2 Suite 660 //Country	Durke ZIP/Pos	Name ee	
Last Name Urbach Street Address 1 1111 Main Street City Vancouver	e (if Necessary)	First Name Tanya State/Province WASHINGT	Street Address 2 Suite 660 //Country	Durke ZIP/Pos	Name ee stal Code	
Last Name Urbach Street Address 1 1111 Main Street City Vancouver	e (if Necessary)	First Name Tanya State/Province WASHINGT	Street Address 2 Suite 660 //Country	Durke ZIP/Pos	Name ee stal Code	
Last Name Urbach Street Address 1 1111 Main Street City Vancouver	e (if Necessary)	First Name Tanya State/Province WASHINGT	Street Address 2 Suite 660 //Country	Durke ZIP/Pos	Name ee stal Code	
Last Name Urbach Street Address 1 1111 Main Street City Vancouver	e (if Necessary)	First Name Tanya State/Province WASHINGT	Street Address 2 Suite 660 //Country	Durke ZIP/Pos	Name ee stal Code	
Last Name Urbach Street Address 1 1111 Main Street City Vancouver	Executive (if Necessary)	First Name Tanya State/Province WASHINGT	Street Address 2 Suite 660 //Country	Durke ZIP/Pos	Name see  Promoter	
Last Name Urbach Street Address 1 1111 Main Street City Vancouver  Relationship: Clarification of Response	Executive (if Necessary)	First Name Tanya State/Province WASHINGT	Street Address 2 Suite 660 //Country	ZIP/Po: 98660	Name see  Promoter	
Last Name Urbach Street Address 1 1111 Main Street City Vancouver  Relationship: Clarification of Response	Executive (if Necessary)	First Name  Tanya  State/Province  WASHINGT  ve Officer  First Name	Street Address 2 Suite 660 //Country	ZIP/Po: 98660  Middle	Name see  Promoter	
Last Name Urbach Street Address 1 1111 Main Street City Vancouver  Relationship: Clarification of Response Last Name Migliarese	Executive (if Necessary)	First Name  Tanya  State/Province  WASHINGT  ve Officer  First Name	Street Address 2 Suite 660 COuntry ON Director	ZIP/Po: 98660  Middle	Name see  Promoter	
Last Name Urbach Street Address 1 1111 Main Street City Vancouver  Relationship: Clarification of Response Last Name Migliarese Street Address 1	Executive e (if Necessary)	First Name  Tanya  State/Province  WASHINGT  ve Officer  First Name	Street Address 2  Suite 660  COUNTRY  ON  Street Address 2  Suite 660	ZIP/Po: 98660  Middle	Name see  Promoter	
Last Name Urbach Street Address 1 1111 Main Street City Vancouver  Relationship: Clarification of Response Last Name Migliarese Street Address 1 1111 Main Street	Executive e (if Necessary)	First Name  Tanya  State/Province  WASHINGT  ve Officer  First Name  Antonio	Street Address 2 Suite 660 C/Country Director Street Address 2 Suite 660	ZIP/Po: 98660  Middle	Name  stal Code  Promoter  Name  stal Code	
Last Name Urbach Street Address 1 1111 Main Street City Vancouver  Relationship: Clarification of Response Last Name Migliarese Street Address 1 1111 Main Street City Vancouver	Executive e (if Necessary)	First Name  Tanya  State/Province  WASHINGT  First Name  Antonio  State/Province  WASHINGT	Street Address 2 Suite 660 COUNTRY ON Street Address 2 Suite 660 Street Address 2 Suite 660	ZIP/Po:	Name ee stal Code Promoter  Name	
Last Name Urbach Street Address 1 1111 Main Street City Vancouver  Relationship: Clarification of Response Last Name Migliarese Street Address 1 1111 Main Street City	Executive e (if Necessary)	First Name  Tanya  State/Province  WASHINGT  First Name  Antonio  State/Province  WASHINGT	Street Address 2 Suite 660 C/Country Director Street Address 2 Suite 660	ZIP/Po:	Name  stal Code  Promoter  Name  stal Code	

Last Name	First Name	Middle Name
Ray	Nitya	G.
treet Address 1	Street Address 2	
1111 Main Street	Suite 660	
City	State/Province/Country	ZIP/Postal Code
Vancouver	WASHINGTON	98660
Relationship: Execut	ive Officer Director	Promoter
Clarification of Response (if Necessary	)	
1. Industry Group	_	_
Agriculture	Health Care	C Retailing
Banking & Financial Services	C Biotechnology	Retaining
C Commercial Banking	C Health Insurance	C Restaurants
C Insurance	C Hospitals & Physicians Pharmaceuticals	Technology
C Investing	Other Health Care	Computers
C Investment Banking		C Telecommunications
C Pooled Investment Fund		C Other Technology
Other Banking & Financial		Travel
C Services	C Manufacturing	C Airlines & Airports
O Business Services	Real Estate	C Lodging & Conventions
Energy C Coal Mining	C Commercial C Construction	C Tourism & Travel Services
C Electric Utilities	C REITS & Finance	C Other Travel
C Energy Conservation	C Residential	C Other
C Environmental Services	Other Real Estate	
C Oil & Gas C Other Energy		
Other Energy		
5. Issuer Size		
Revenue Range	Aggregate Net As	9
No Revenues	200	egate Net Asset Value
S1 - \$1,000,000	\$1 - \$5,00	
\$1,000,001 - \$5,000,000	2.00	01 - \$25,000,000
\$5,000,001 - \$25,000,000	200	001 - \$50,000,000
\$25,000,001 - \$100,000,000	7. <del></del> 0	001 - \$100,000,000
	74	
	7-0	
Not Applicable	Not Appl	icable
Over \$100,000,000  Decline to Disclose  Not Applicable	7.00	0,000,000 o Disclose icable
6. Federal Exemption(apply)  Rule 504(b)(1) (not (i), (ii)		aimed (select all that
or (iii))	Rule 505	
Rule 504 (b)(1)(i)	Rule 506(b)	
Rule 504 (b)(1)(ii)	Rule 506(c)	
Rule 504 (b)(1)(iii)	Securities Act Section 4(a)	)(5)
	Investment Company Act	Section 5(c)

Duration of Offering		
Amendment  Amendment  But of First Sam Vet to Octor  Amendment  Duration of Offering  Duration of Offering ball to Acquire  Security so be Acquired Upon  Duration of Offering Amount of Other Right to Acquire Another Security  Other (describe)  Other (describe)  Common Stock; Warrants to Purchase Common Stock issued Upon exercise of Warrants  Duration of Offering Amount of Other (describe)  Other (	7. Type of Filing	
B. Duration of Offering  Described Investment Fund Interests  Paoled Investment Fund Interests  Debt Option, Warrant or Other Right to Acquire Another Security Security to be Acquired Lipon Ferreiro of Option, Warrant or Other Right to Acquire Security  Other (describe)  Other Right to Acquire Security  Other (describe)  Other Right to Acquire Security  Other R	New Notice Date of First Sale	First Sale Yet to Occur
D. Type(s) of Securities Offered (select all that apply)  Peoled Investment Fund Interests Tennat-in-Common Securities Debt Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Another Security Security Other Right to Acquire Security Other Right to Acquire Securities Other (describe)  Other Right to Acquire Securities Common Stock: Warrants to Purchase Common Stock: Warrants to Purchase Common Stock: Warrants to Purchase Common Stock: Warrants or Other Right to Acquire Another Security  Other Right to Acquire Security  Other Right to Acquire Another Security  Other Right to Acquire Another Security  Other Right to Acquire Another Security Security  Other Right to Acquire Another Security  Other Right to Acquire Another Security Security  Other Right to Acquire Another Security  Other Right	Amendment	
D. Type(s) of Securities Offered (select all that apply)  Peoled Investment Fund Interests Tennat-in-Common Securities Debt Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Another Security Security Other Right to Acquire Security Other Right to Acquire Securities Other (describe)  Other Right to Acquire Securities Common Stock: Warrants to Purchase Common Stock: Warrants to Purchase Common Stock: Warrants to Purchase Common Stock: Warrants or Other Right to Acquire Another Security  Other Right to Acquire Security  Other Right to Acquire Another Security  Other Right to Acquire Another Security  Other Right to Acquire Another Security Security  Other Right to Acquire Another Security  Other Right to Acquire Another Security Security  Other Right to Acquire Another Security  Other Right		
D. Type(s) of Securities Offered (select all that apply)  Peoled Investment Fund Interests Tennat-in-Common Securities Debt Acquire Another Security Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Another Security Security Other Right to Acquire Security Other Right to Acquire Securities Other (describe)  Other Right to Acquire Securities Common Stock: Warrants to Purchase Common Stock: Warrants to Purchase Common Stock: Warrants to Purchase Common Stock: Warrants or Other Right to Acquire Another Security  Other Right to Acquire Security  Other Right to Acquire Another Security  Other Right to Acquire Another Security  Other Right to Acquire Another Security Security  Other Right to Acquire Another Security  Other Right to Acquire Another Security Security  Other Right to Acquire Another Security  Other Right		
Pooled Investment Fund Interests	8. Duration of Offering	
Poled Investment Fund Interests    Debt	oes the Issuer intend this offering to las	st more than one year? C Yes C No
Poled Investment Fund Interests    Debt		
Poled Investment Fund Interests    Debt	9. Type(s) of Securities	Offered (select all that apply)
Trenant-in-Common Securities	Pooled Investment Fund	-
Acquire Another Security  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Other Right to Acquire Common Stock: Warrants to Purchase Common Stock: Sound Stock issued Upon exercise of Warrants  O. Business Combination Transaction  this offering being made in connection with a business combination ansaction, such as a merger, acquisition or exchange offer?  Infiliation of Response (if Necessary)  1. Minimum Investment Inimum investment accepted from any outside vector  2. Sales Compensation Recipient Recipient CRD Number None Paulson Investment Company  Associated) Broker or Dealer None None Number  Street Address 1  Street Address 2  40 Wall Street Ity State/Province/Country  New York  New York  New York  Acquire Another Security  Other (describe)  Ot	Interests	-
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Other Right to Acquire Security  Common Stock: Warrants to Purchase Common Stock issued Upon exercise of Warrants  O. Business Combination Transaction  this offering being made in connection with a business combination masaction, such as a merger, acquisition or exchange offer?  1. Minimum Investment Inimum investment accepted from any outside section of Response (if Necessary)  2. Sales Compensation  tecipient Recipient CRD Number None  Paulson Investment Company  2670  Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number Number  Street Address 1 Street Address 2  40 Wall Street  Ty State/Province/Country ZIP/Postal Code  New York NEW YORK  10005  3. Offering and Sales Amounts  Detail Offering Amount S Indefinite	☐ Mineral Property Securities ✓	
O. Business Combination Transaction  this offering being made in connection with a business combination ansaction, such as a merger, acquisition or exchange offer?  1. Minimum Investment Inimum investment accepted from any outside vestor  2. Sales Compensation  1. Minimum Investment Inimum investment accepted from any outside vestor  2. Sales Compensation  1. Minimum Investment Inimum investment accepted from any outside vestor  2. Sales Compensation  1. Minimum Investment Inimum investment accepted from any outside vestor  2. Sales Compensation  1. Minimum Investment Inimum investment Inimum investment CRD Number None  2. Sales Compensation  3. Associated) Broker or Dealer None  1. Minimum Investment CRD Number None  1. Minimum Investment Inimum investment Inimum investment CRD Number None  1. Minimum Investment Inimum investment Ini		Acquire Another Security
Common Stock; Warrants to Purchase Common Stock; Common Stock issued upon exercise of Warrants  O. Business Combination Transaction  this offering being made in connection with a business combination ansaction, such as a merger, acquisition or exchange offer?  Infinity Investment Infinity Investment accepted from any outside vestor  2. Sales Compensation  Investment Company Investment Compa	Other Right to Acquire	Other (describe)
USD  O. Business Combination Transaction  this offering being made in connection with a business combination ansaction, such as a merger, acquisition or exchange offer?  Infinitum Investment  Infinitum Investment accepted from any outside system  2. Sales Compensation  Recipient Recipient CRD Number None  Paulson Investment Company  Associated) Broker or Dealer None  None  Street Address 1 Street Address 2  40 Wall Street  Ity State/Province/Country ZIP/Postal Code  New York New York  Interpretation of Response (if Necessary)  3. Offering and Sales Amounts  Detail Offering Amount S Indefinite	·	
this offering being made in connection with a business combination ansaction, such as a merger, acquisition or exchange offer?  1. Minimum Investment  inimum investment accepted from any outside vestor  2. Sales Compensation  tecipient Recipient CRD Number None  Paulson Investment Company  Associated) Broker or Dealer None  None  Street Address 1 Street Address 2  40 Wall Street  Tity State/Province/Country ZIP/Postal Code  New York NEW YORK  Tate(s) of Solicitation All States Foreign/Non-US  3. Offering and Sales Amounts		
this offering being made in connection with a business combination ansaction, such as a merger, acquisition or exchange offer?  1. Minimum Investment  inimum investment accepted from any outside vestor  2. Sales Compensation  tecipient Recipient CRD Number None  Paulson Investment Company  Associated) Broker or Dealer None  None  Street Address 1 Street Address 2  40 Wall Street  Tity State/Province/Country ZIP/Postal Code  New York NEW YORK  Tate(s) of Solicitation All States Foreign/Non-US  3. Offering and Sales Amounts		
1. Minimum Investment inimum investment inimum investment accepted from any outside vestor  2. Sales Compensation tecipient Recipient CRD Number None Paulson Investment Company  Associated) Broker or Dealer None Number Street Address 1 Street Address 2  40 Wall Street Street Address 1 Street Address 2  40 Wall Street Street State/Province/Country New York New York New York New York New York New York Indefinite  3. Offering and Sales Amounts	10. Business Combinati	ion Transaction
1. Minimum Investment inimum investment inimum investment accepted from any outside vestor  2. Sales Compensation tecipient Recipient CRD Number None Paulson Investment Company  Associated) Broker or Dealer None Number Street Address 1 Street Address 2  40 Wall Street Street Address 1 Street Address 2  40 Wall Street Street State/Province/Country New York New York New York New York New York New York Indefinite  3. Offering and Sales Amounts		with a business combination C Yes No
1. Minimum Investment inimum investment accepted from any outside vestor  2. Sales Compensation accipient Recipient CRD Number None Paulson Investment Company  Associated) Broker or Dealer None Number  Street Address 1  Street Address 2  40 Wall Street  Ty State/Province/Country  State/Province/Country  Tal/Postal Code New York  NEW YORK  Toreign/Non-US  3. Offering and Sales Amounts  Outside the same of the sa		n or exchange offer?
2. Sales Compensation    Cocipient   Recipient CRD Number   None	Tarification of Response (if Necessary)	
2. Sales Compensation    Cocipient   Recipient CRD Number   None		
2. Sales Compensation    Cocipient   Recipient CRD Number   None	11 Minimum Investmen	
2. Sales Compensation    Cocipient   Recipient CRD Number   None		outside
Recipient CRD Number None  Paulson Investment Company  Associated) Broker or Dealer None  None  (Associated) Broker or Dealer CRD Number  None  Number  None  Street Address 2  40 Wall Street  Street Address 2  Street Address 2  Interview State/Province/Country  State/Province/Country  Interview York  All States Foreign/Non-US  3. Offering and Sales Amounts	nvestor	\$ <b>25000</b> USD
Recipient CRD Number None  Paulson Investment Company  Associated) Broker or Dealer None  None  (Associated) Broker or Dealer CRD Number  None  Number  None  Street Address 2  40 Wall Street  Street Address 2  Street Address 2  Interview State/Province/Country  State/Province/Country  Interview York  All States Foreign/Non-US  3. Offering and Sales Amounts	2 Sales Compensation	
Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number  Street Address 1 Street Address 2  40 Wall Street  State/Province/Country ZIP/Postal Code  New York NEW YORK 10005  ate(s) of Solicitation All States Foreign/Non-US  3. Offering and Sales Amounts	•	
Associated) Broker of Dealer None Number Number  Street Address 1 Street Address 2  40 Wall Street  Street Address 2  All State/Province/Country ZIP/Postal Code  New York NEW YORK 10005  All States Foreign/Non-US  3. Offering and Sales Amounts  USD Indefinite	-	
Street Address 1  Street Address 2  40 Wall Street  39th Floor  State/Province/Country  ZIP/Postal Code  New York  NEW YORK  10005  All States  Foreign/Non-US  3. Offering and Sales Amounts	(Associated) Broker or Dealer	A None (Associated) Broker or Dealer CRD
39th Floor  State/Province/Country  State/Province/Country  ZIP/Postal Code  New York  NEW YORK  10005  All States  Foreign/Non-US  3. Offering and Sales Amounts  USD Indefinite	Associated) Broker of Dealer	Number Number
39th Floor  State/Province/Country  State/Province/Country  ZIP/Postal Code  New York  NEW YORK  10005  All States  Foreign/Non-US  3. Offering and Sales Amounts  USD Indefinite		
State/Province/Country  ZIP/Postal Code  New York  All States  Foreign/Non-US  3. Offering and Sales Amounts  USD  Indefinite	Street Address 1	Street Address 2
New York  ate(s) of Solicitation  ✓ All States  Foreign/Non-US  3. Offering and Sales Amounts  USD  ✓ Indefinite	40 Wall Street	39th Floor
ate(s) of Solicitation  All States  Foreign/Non-US  3. Offering and Sales Amounts  otal Offering Amount \$ USD  Indefinite		
3. Offering and Sales Amounts  otal Offering Amount \$USD	-	
otal Offering Amount \$ USD  Indefinite	-	
otal Offering Amount \$ USD  Indefinite	New York	NEW YORK 10005
otal Offering Amount \$ USD  Indefinite	New York	NEW YORK 10005
otal Offering Amount \$ USD  Indefinite		NEW YORK 10005
otal Offering Amount \$ USD  Indefinite	New York	NEW YORK 10005
	New York  State(s) of Solicitation  All St	NEW YORK 10005  tates Foreign/Non-US
otal Amount Sold \$ \[ \frac{1890000}{1890000} \] USD	New York  State(s) of Solicitation  All St	NEW YORK 10005  tates Foreign/Non-US
	New York  State(s) of Solicitation	NEW YORK  10005  tates Foreign/Non-US  Amounts

Total Remaining to be Sold USD USD Indefinite
Clarification of Response (if Necessary)
14. Investors
Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:
15. Sales Commissions & Finders' Fees Expenses
Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.
Sales Commissions \$ 2600000 USD Estimate
Finders' Fees \$ 0 USD Estimate
Clarification of Response (if Necessary)
Based on estimate of gross proceeds. Excludes warrants to purchase Common Stock.
16. Use of Proceeds
Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.
\$ 600000 USD Estimate
Clarification of Response (if Necessary)

## Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities
  described and undertaking to furnish them, upon written request, the information furnished to
  offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
CytoDyn Inc.	/s/ Antonio Migliarese	Antonio Migliarese	CFO & Interim President	2022-04-25