

CYTODYN INC.

September 28, 2022

**VIA EDGAR**

Office of Life Sciences  
Division of Corporation Finance  
United States Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**Attention: Tyler Howes**

**Re: CytoDyn Inc.  
Registration Statement on Form S-  
3  
File No. 333-267426  
Request for Acceleration**

Ladies and Gentlemen:

In accordance with Rule 461 under the Securities Act of 1933, as amended, CytoDyn Inc. (the "Company") hereby respectfully requests acceleration of the effectiveness of the Company's Registration Statement on Form S-3 filed on September 14, 2022 (File No. 333-267426) (the "Registration Statement") so that the Registration Statement shall become effective at *5 pm Eastern Time on September 30, 2022*, or as soon as possible thereafter.

We would appreciate notification by telephone of the effective date of the Registration Statement and confirmation of such effectiveness in writing.

If you have any questions about the foregoing request, please contact our counsel, Mary Ann Frantz of Miller Nash LLP at (503) 205-2552, or the undersigned at (360) 980-8524. Thank you.

Very truly yours,

CYTODYN INC.

By: /s/ Antonio Migliarese

Antonio Migliarese  
Chief Financial Officer

cc: Mary Ann Frantz, Miller Nash LLP

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