
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 14, 2025

CytoDyn Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

000-49908
(Commission File Number)

83-1887078
(I.R.S. Employer Identification No.)

1111 Main Street, Suite 660
Vancouver, Washington 98660
(Address of principal executive offices, including zip code)

(360) 980-8524
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
None	None	None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 4.01. Changes in Registrant's Certifying Accountant.

Based on information provided by Marcum LLP ("Marcum") to CytoDyn Inc. (the "Company"), the attest business of Marcum, the Company's current independent registered public accounting firm, was acquired by CBIZ CPAs P.C. ("CBIZ") on November 1, 2024, and substantially all of the partners and staff of Marcum that provided attestation services joined CBIZ as of that date. Marcum continued to serve as the Company's independent registered public accounting firm until May 14, 2025. On May 14, 2025, the Company was notified by Marcum by letter that Marcum resigned as the Company's independent registered public accounting firm as of that date. Also on May 14, 2025, with the approval of the Audit Committee of the Company's Board of Directors, CBIZ was engaged as the Company's independent registered public accounting firm for its fiscal year ending May 31, 2025.

Marcum's audit report on the Company's consolidated financial statements for the fiscal year ended May 31, 2024, included in its Annual Report on Form 10-K for the fiscal year ended May 31, 2024, filed on August 15, 2024, did not contain an adverse opinion or disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles, except for the expression, in Marcum's audit report dated August 15, 2024, that there was substantial doubt as to the Company's ability to continue as a going concern.

During the fiscal year ended May 31, 2024, as well as the subsequent interim period through May 14, 2025, the date of Marcum's resignation, there were (a) no disagreements (as defined in Item 304(a)(1)(iv) of Regulation S-K), between the Company and Marcum on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Marcum, would have caused Marcum to make reference to the subject matter of the disagreements in connection with its report and (b) no "reportable events" (as defined in Item 304(a)(1)(v) of Regulation S-K and the related instructions).

The Company did not, nor did anyone on its behalf, during the Company's two most recent fiscal years and any subsequent interim period prior to the Company's engagement of CBIZ, consult CBIZ regarding (i) the application of accounting principles to a specified transaction (completed or proposed) or the type of audit opinion that might be rendered on the Company's financial statements, and no written report or oral advice was provided to the Company by CBIZ that CBIZ concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue or (ii) any matter being the subject of disagreement or "reportable event" or any other matter as defined in Regulation S-K, Item 304 (a)(1)(iv) or (a)(1)(v).

The Company provided Marcum with a copy of this current report prior to its filing with the Securities and Exchange Commission (the "SEC") and requested that Marcum furnish a letter addressed to the SEC stating whether or not Marcum agrees with the statements noted above. A copy of this letter, dated May 16, 2025, from Marcum is attached as Exhibit 16.1 to this current report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
16.1	Letter, dated May 16, 2025, from Marcum LLP to the Securities and Exchange Commission.
104	Cover Page Interactive Data File (formatted as inline XBRL)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CYTODYN INC.

Date: May 16, 2025

By /s/ Tyler Blok
Tyler Blok
Chief Legal Officer

May 16, 2025

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We have read the statements made by CytoDyn Inc. under Item 4.01 of its Form 8-K dated May 16, 2025.

We agree with the statements concerning our Firm in such Form 8-K; we are not in a position to agree or disagree with other statements of CytoDyn Inc. contained therein.

Very truly yours,

/s/ Marcum llp

Marcum llp
