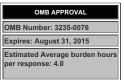
## FORM D

Notice of Exempt Offering of Securities

• Yet to Be Formed

# 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/Organiz	ation	C Other
Over Five Years Ago		L
• Within Last Five Years (Specify Year)		

2. Principal Place of Business and Contact Information					
Name of Issuer					
CytoDyn Inc.					
Street Address 1		Street Address 2			
1111 MAIN STREET, SUITE 66	0				
City	State/Province/Country	y ZIP/Postal Code	Phone No. of Issuer		
VANCOUVER	WASHINGTON	98660	360-980-8524		

# 3. Related Persons

Last Name		First Name		Middle Name
Pourhassan	assan Nader		Ζ	
Street Address 1			Street Address 2	
1111 Main Street, Sui	te 660			
City		State/Province/Country		ZIP/Postal Code
Vancouver		WASHINGTO	DN	98660
Relationship:	Execut	ive Officer	Director	Promoter
Last Name		First Name		Middle Name
Eastwood		Craig		
Street Address 1			Street Address 2	
1111 Main Street, Sui	te 660			
City		State/Province/O	Country	ZIP/Postal Code
Vancouver		WASHINGTO	DN	98660
Relationship:	Execut	ive Officer	Director	Promoter

f oct Norro	Dané M	Midal N	
Last Name Naydenov	First Name	Middle Name	
Street Address 1	Street Add		
1111 Main Street, Suite (		1055 2	
City	State/Province/Country	ZIP/Postal Code	
Vancouver	WASHINGTON	98660	
vancouver	WASHINGTON		
Relationship:	Executive Officer Directo	Dr Promoter	
Clarification of Response (if	Necessary)		
Last Name	First Name	Middle Name	
Timmins	Alan	P	
Street Address 1	Street Add	ress 2	
1111 Main Street, Suite 6	560		
City	State/Province/Country	ZIP/Postal Code	
Vancouver	WASHINGTON	98660	
Relationship:	Executive Officer Directo	or Promoter	
		Promoter	
Relationship:		Dr Promoter	
		Dr Promoter	
		Dr Promoter	
Clarification of Response (if	Necessary)		
Clarification of Response (if	Necessary) First Name	Middle Name	
Clarification of Response (if	Necessary) First Name Scott	Middle Name	
Clarification of Response (if Last Name Kelly Street Address 1	Necessary) First Name Street Add	Middle Name	
Clarification of Response (if Last Name Kelly Street Address 1 1111 Main Street, Suite 6	First Name Scott Street Add	Middle Name	
Clarification of Response (if Last Name Kelly Street Address 1 1111 Main Street, Suite 6	Necessary)  First Name  Street Addu  Street Addu  State/Province/Country	Middle Name          Middle Name         Image: A matrix of the second se	
Clarification of Response (if Last Name Kelly Street Address 1 1111 Main Street, Suite 6	First Name Scott Street Add	Middle Name	
Clarification of Response (if Last Name Kelly Street Address 1 1111 Main Street, Suite ( City Vancouver	First Name First Name Street Adda Street Adda State/Province/Country WASHINGTON	Middle Name Middle Name A ress 2 ZIP/Postal Code 98660	
Clarification of Response (if Last Name Kelly Street Address 1 1111 Main Street, Suite 6 City Vancouver	Necessary)       First Name       Scott       Street Addu       State/Province/Country       WASHINGTON	Middle Name Middle Name A ress 2 ZIP/Postal Code 98660	
Clarification of Response (if Last Name Kelly Street Address 1 1111 Main Street, Suite ( City Vancouver Relationship:	Necessary)       First Name       Scott       Street Adda       560       State/Province/Country       XASHINGTON       Executive Officer       Director	Middle Name Middle Name A ress 2 ZIP/Postal Code 98660	
Clarification of Response (if Last Name Kelly Street Address 1 1111 Main Street, Suite ( City Vancouver Relationship:	Necessary)       First Name       Scott       Street Adda       560       State/Province/Country       XASHINGTON       Executive Officer       Director	Middle Name Middle Name A ress 2 ZIP/Postal Code 98660	
Clarification of Response (if Last Name Kelly Street Address 1 1111 Main Street, Suite ( City Vancouver Relationship:	Necessary)       First Name       Scott       Street Adda       560       State/Province/Country       XASHINGTON       Executive Officer       Director	Middle Name Middle Name A ress 2 ZIP/Postal Code 98660	
Clarification of Response (if Last Name Kelly Street Address 1 1111 Main Street, Suite ( City Vancouver Relationship:	Necessary)       First Name       Scott       Street Adda       560       State/Province/Country       XASHINGTON       Executive Officer       Director	Middle Name Middle Name A ress 2 ZIP/Postal Code 98660	
Clarification of Response (if Last Name Kelly Street Address 1 1111 Main Street, Suite ( City Vancouver Relationship: Clarification of Response (if	Necessary)       First Name       Scott       Street Adda       560       State/Province/Country       XASHINGTON       Executive Officer       Director	Middle Name Middle Name A ress 2 ZIP/Postal Code 98660	
Clarification of Response (if Last Name Kelly Street Address 1 1111 Main Street, Suite ( City Vancouver Relationship: Clarification of Response (if Last Name	First Name         First Name         Scott         Street Add         560         State/Province/Country         WASHINGTON         Executive Officer         Executive Officer         Necessary)	Middle Name  Middle Name  A  ZIP/Postal Code  98660  Promoter	
Clarification of Response (if Last Name Kelly Street Address 1 1111 Main Street, Suite 6 City Vancouver Relationship: Clarification of Response (if Last Name Last Name Welch	First Name         First Name         Scott         Street Adda         State/Province/Country         Xate/Province/Country         Xate/Province/Country         Executive Officer         Executive Officer         Necessary)         First Name	Middle Name          Middle Name         ZIP/Postal Code         98660         98660         Promoter         Middle Name         Kiddle Name	
Clarification of Response (if Clarif	Necessary)   First Name   Scott   Street Adding   560   State/Province/Country   State/Province/Country   Executive Officer   WASHINGTON   Executive Officer   Director   First Name   David   Street Adding	Middle Name          Middle Name         ZIP/Postal Code         98660         98660         Promoter         Middle Name         Kiddle Name	
Clarification of Response (if Clarif	Necessary)   First Name   Scott   Street Adding   560   State/Province/Country   State/Province/Country   Executive Officer   WASHINGTON   Executive Officer   Director   First Name   David   Street Adding	Middle Name          Middle Name         ZIP/Postal Code         98660         98660         Promoter         Middle Name         Kiddle Name	
Clarification of Response (if Clarif	Necessary)   First Name   State/Province/Country     State/Province/Country     WASHINGTON     Executive Officer     Director     Necessary)     First Name     David     Street Adda     560     Street Adda	Middle Name A Tess 2 ZIP/Postal Code S T T Middle Name K T T T T T T T T T T T T T T T T T T	
Clarification of Response (if Clarification of Response (if Clast Name Kelly Street Address 1 IIII Main Street, Suite ( Clarification of Response (if Clarif	Necessary)   First Name   Scott   State/Province/Country   State/Province/Country     Executive Officer   Director   Necessary)   First Name   First Name   David   Street Adding   560   State/Province/Country	Middle Name A Tess 2 ZIP/Postal Code 98660 Dr Promoter Middle Name F Tess 2 ZIP/Postal Code	
Clarification of Response (if Clarification of Response (if Clast Name Kelly Street Address 1 IIII Main Street, Suite ( Clarification of Response (if Clarif	First Name         Scott         Street Adda         560         State/Province/Country         WASHINGTON         Executive Officer         First Name         Director         Necessary)         State/Province/Country         Street Adda         State/Province/Country         Street Adda         560         State/Province/Country         WASHINGTON	Middle Name A Tess 2 ZIP/Postal Code S Middle Name K F Tess 2 ZIP/Postal Code S ZIP/Postal Code S ZIP/Postal Code	

Last Name Colachis	First Name	Middle Name
Street Address 1           1111 Main Street, Suite 660	Street Addre	255 2
City Vancouver	State/Province/Country WASHINGTON	ZIP/Postal Code
Relationship: Execut	ive Officer Director	r Promoter
	1	

# 4. Industry Group

#### C Agriculture

- Banking & Financial Services
- C Commercial Banking
- C Insurance
- C Investing
- C Investment Banking C Pooled Investment Fund
- Other Banking & Financial
- C Services

#### C Business Services

#### Energy

- C Coal Mining
- C Electric Utilities
- C Energy Conservation
- C Environmental Services
- C Oil & Gas
- C Other Energy

- Health Care
- Biotechnology
- C Health Insurance

Pharmaceuticals

C Other Health Care

C

C Manufacturing

Real Estate

C

C Commercial

C Construction

C Residential

**REITS & Finance** 

C Other Real Estate

- C Hospitals & Physicians
- Retaining
- C Restaurants

#### Technology

- C Computers
- C Telecommunications
- C Other Technology

#### Travel

- C Airlines & Airports
- C Lodging & Conventions
- C Tourism & Travel Services
- C Other Travel
- C Other

# 5. Issuer Size

# Revenue Range

- C No Revenues
- C \$1 \$1,000,000
- C \$1,000,001 \$5,000,000
- C \$5,000,001 \$25,000,000
- \$25,000,001 \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- C Not Applicable

#### Aggregate Net Asset Value Range

- C No Aggregate Net Asset Value
- \$1 \$5,000,000
- © \$5,000,001 \$25,000,000
- C \$25,000,001 \$50,000,000
- C \$50,000,001 \$100,000,000
- Over \$100,000,000
- C Decline to Disclose
- C Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)				
Rule or (ii	504(b)(1) (not (i), (ii) i))	Rule 505		
<b>R</b> ule	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 3(c)				



C Retailing

7. Type of Filing	
New Notice Date of First	t Sale 2020-01-31 First Sale Yet to Occur
Amendment	
3. Duration of Offerin	g
Does the Issuer intend this offering t	to last more than one year?
5	•
	es Offered (select all that apply)
Pooled Investment Fund Interests	Equity
Tenant-in-Common Securities	Debt
Mineral Property Securities	Option, Warrant or Other Right to Acquire Another Security
Security to be Acquired Upon Exercise of Option, Warrant of	Cottan (Jacorita)
Other Right to Acquire Security	Other (describe)
v	
10. Business Combin	nation Transaction
larification of Response (if Necessa	ary)
1. Minimum Investm	nent
1. Minimum Investm	nent
11. Minimum Investm Iinimum investment accepted from ivestor	nent n any outside \$ 0 USD
11. Minimum Investm Inimum investment accepted from vestor 2. Sales Compensat	nent n any outside \$ 0 USD
11. Minimum Investm Inimum investment accepted from vestor 2. Sales Compensat	nent any outside \$ 0 USD tion
<ul> <li>11. Minimum Investm</li> <li>Inimum investment accepted from avestor</li> <li>2. Sales Compensation</li> <li>Recipient</li> </ul>	nent any outside \$ 0 USD tion
<ul> <li>11. Minimum Investm</li> <li>Inimum investment accepted from avestor</li> <li>2. Sales Compensation</li> <li>Recipient</li> </ul>	tion Recipient CRD Number None (Associated) Broker or Dealer CRD None None None
11. Minimum Investm Iinimum investment accepted from vestor 2. Sales Compensat Recipient Associated) Broker or Dealer	tion Recipient CRD Number None (Associated) Broker or Dealer CRD None None None
11. Minimum Investm Iinimum investment accepted from vestor 2. Sales Compensat Recipient Associated) Broker or Dealer	hent hany outside \$ 0 USD tion Recipient CRD Number None (Associated) Broker or Dealer CRD None Number None
11. Minimum Investm         finimum investment accepted from         vestor         2. Sales Compensat         Recipient         Associated) Broker or Dealer         Street Address 1	hent hany outside \$ 0 USD tion Recipient CRD Number None (Associated) Broker or Dealer CRD None Number None
11. Minimum Investm         finimum investment accepted from         vestor         2. Sales Compensat         Recipient         Associated) Broker or Dealer         Street Address 1	hent hany outside \$ 0 USD tion Recipient CRD Number None (Associated) Broker or Dealer CRD None Street Address 2
11. Minimum Investm         finimum investment accepted from         ivestor         12. Sales Compensat         Recipient         (Associated) Broker or Dealer         Street Address 1         City	hent hany outside \$ 0 USD tion Recipient CRD Number None (Associated) Broker or Dealer CRD None Street Address 2
Clarification of Response (if Necessa 11. Minimum Investm Inimum investment accepted from ivestor 12. Sales Compensat Recipient Associated) Broker or Dealer Street Address 1 City City Citate(s) of Solicitation	hent hany outside \$ 0 USD tion Recipient CRD Number None Associated) Broker or Dealer CRD None Associated) Broker or Dealer CRD None Street Address 2 Street Ad
11. Minimum Investm         finimum investment accepted from         ivestor         12. Sales Compensat         Recipient         (Associated) Broker or Dealer         Street Address 1         City	hent hany outside \$ 0 USD tion Recipient CRD Number None Associated) Broker or Dealer CRD None Associated) Broker or Dealer CRD None Street Address 2 Street Ad

# Total Offering Amount \$ 11355000 USD □ Indefinite Total Amount Sold \$ 7570000 USD USD Total Remaining to be Sold \$ 3785000 USD □ Indefinite Clarification of Response (if Necessary) □ □ □

14	4.	Inv	ve	sto	rs

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N offering

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elect if securities in the offering have been or may be sold to persons w	ho
o not qualify as accredited investors,	
umber of such non-accredited investors who already have invested in a	the



3

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 \$	0	USD	Estimate
Finders' Fees \$	0	USD	Estimate
larification of Response (if Necessary)			

### 16. Use of Proceeds

to those listed in Item 3.

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.

	\$ 0	USD	Estimate
Clarification of Response (if Necessary)			
Some of the proceeds may be used			
for general working capital purposes which may include the			
payment of salaries and other fees			

#### 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/ Craig Eastwood	Craig Eastwood	Chief Financial Officer	2020-04-06