

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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).

(Print or Type Responses)

1. Name and Address of Reporting Person Kelly Scott A.		2. Issuer Name and Ticker or Trading Symbol CytoDyn Inc. [CYDY]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <div style="text-align:center">Chairman &amp; CMO</div>	
(Last) (First) (Middle) C/O CYTODYN INC., 1111 MAIN STREET, SUITE 660		3. Date of Earliest Transaction (Month/Day/Year) 05/01/2020			
(Street) VANCOUVER, WA 98660		4. If Amendment, Date Original Filed(Month/Day/Year) 05/05/2020		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	05/01/2020		M		7,123	A	\$ 0.61	1,325,293	D	
Common Stock	05/01/2020		M		75,000	A	\$ 0.57	1,400,293	D	
Common Stock	05/01/2020		M		97,009	A	\$ 0.56	1,497,302	D	
Common Stock	05/01/2020		M		100,000	A	\$ 0.49	1,597,302	D	
Common Stock	05/01/2020		M <sup>(1)</sup>		250,000	A	\$ 0.565	1,847,302	D	
Common Stock	05/01/2020		M		66,666	A	\$ 0.52	1,913,968	D	
Common Stock	05/01/2020		M		750,000	A	\$ 0.385	2,663,968	D	
Common Stock	05/01/2020		M		93,750	A	\$ 0.39	2,757,718	D	
Common Stock	05/01/2020		S		1,200,000	D	\$ 3.2604 <sup>(2)</sup>	1,557,718	D	
Common Stock	05/04/2020		M		8,334	A	\$ 0.52	1,566,052	D	
Common Stock								691,208	I	By Spouse
Common Stock								23,180	I	As Custodian for daughter <sup>(3)</sup>
Common Stock								22,980	I	By Custodian for daughter <sup>(3)</sup>

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

**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 control number.** SEC 1474 (9-02)

**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Nonqualified Stock Option-right to buy	\$ 0.61	05/01/2020		M		7,123	05/31/2017	04/10/2027	Common Stock	7,123	\$ 0	0	D	

Nonqualified Stock Option-right to buy	\$ 0.57	05/01/2020		M	75,000	06/01/2018	06/01/2027	Common Stock	75,000	\$ 0	0	D
Nonqualified Stock Option-right to buy	\$ 0.56	05/01/2020		M	97,009	02/07/2018	02/07/2028	Common Stock	97,009	\$ 0	0	D
Nonqualified Stock Option-right to buy	\$ 0.49	05/01/2020		M	100,000	06/08/2019	06/08/2028	Common Stock	100,000	\$ 0	0	D
Nonqualified Stock Option-right to buy	\$ 0.565	05/01/2020		M	250,000	11/08/2018	11/08/2028	Common Stock	250,000	\$ 0	0	D
Nonqualified Stock Option-right to buy	\$ 0.52	05/01/2020		M	66,666	03/01/2020 <sup>(4)</sup>	06/18/2029	Common Stock	66,666	\$ 0	33,334	D
Nonqualified Stock Option-right to buy	\$ 0.385	05/01/2020		M	750,000	09/12/2019	09/12/2029	Common Stock	750,000	\$ 0	0	D
Nonqualified Stock Option-right to buy	\$ 0.39	05/01/2020		M	93,750	04/07/2020	10/07/2029	Common Stock	93,750	\$ 0	0	D
Nonqualified Stock Option-right to buy	\$ 0.52	05/04/2020		M	8,334	03/01/2020 <sup>(4)</sup>	06/18/2029	Common Stock	8,334	\$ 0	25,000	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Scott A. C/O CYTODYN INC. 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660	X		Chairman & CMO	

## Signatures

Arian Colachis, Attorney-in-fact	05/15/2020
	Date

## Explanation of Responses:

\* 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).

- (1) This amendment to Form 4 filed on May 5, 2020 amends the transaction code to "M" from the original and incorrect transaction code of "P." The transaction corresponds with the nonqualified option exercise on line 5 in Table II.
- (2) This transaction was executed in multiple trades at prices ranging from \$3.16 to \$3.37. The price above reflects the weighted-average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) The reporting person disclaims beneficial ownership in these securities and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership of the reporting person for purposes of Section 16 or for any other purpose.
- (4) Option grant vests every four months beginning September 7, 2019.

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

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