

FORM 4

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

OMB APPROVAL
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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 Mulholland Michael D.			2. Issuer Name and Ticker or Trading Symbol CytoDyn Inc. [CYDY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/22/2020			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		
1111 MAIN STREET, SUITE 660			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street)								
VANCOUVER, WA 98660								
(City)								
(State)								
(Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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	12/22/2020		M		161,801	A	\$ 0.87	445,882	D	
Common Stock	12/22/2020		M		150,000	A	\$ 0.90	595,882	D	
Common Stock	12/22/2020		M		300,000	A	\$ 1.09	895,882	D	
Common Stock	12/22/2020		M		100,000	A	\$ 1.40	995,882	D	
Common Stock	12/22/2020		S ⁽¹⁾		245,704	D	\$ 5.4938 ⁽²⁾	750,178	D	
Common Stock	12/22/2020		S		453,997	D	\$ 6.6146 ⁽³⁾	296,181	D	
Common Stock	12/22/2020		S		12,100	D	\$ 7	284,081	D	

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

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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				
Non-qualified Stock Option (right to buy)	\$ 0.87	12/22/2020		M		161,801	12/22/2020	11/23/2025	Common Stock	161,801	\$ 0	0	D	
Non-qualified Stock Option (right to buy)	\$ 0.90	12/22/2020		M		150,000	12/22/2020	06/30/2025	Common Stock	150,000	\$ 0	0	D	
Non-qualified Stock Option (right to buy)	\$ 1.09	12/22/2020		M		300,000	12/22/2020	06/01/2026	Common Stock	300,000	\$ 0	0	D	

Non-qualified Stock Option (right to buy)	\$ 1.40	12/22/2020		M	100,000	12/22/2020	12/13/2022	Common Stock	100,000	\$ 0	0	D
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mulholland Michael D. 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660			Chief Financial Officer	

Signatures

Michael D. Mulholland		12/28/2020
<small>**Signature of Reporting Person</small>		<small>Date</small>

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) The sale transactions reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan the Reporting Person entered into on November 12, 2020. The plan provides for the periodic sales by the Reporting Person's broker without further action by the Reporting Person.
- (2) This transaction was executed in multiple trades at prices ranging from \$5.03 to \$5.98. 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) This transaction was executed in multiple trades at prices ranging from \$6.02 to \$6.99. 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.

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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