UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

(Che	ck on	e): ⊠ Form 10-K □ Form 20-F □ Form 11-K □ Form 10-Q □ Form 10-D □ Form N-CEN □ Form N-CSR
		For Period Ended: May 31, 2023 Transition Report on Form 10-K Transition Report on Form 20-F Transition Report on Form 11-K Transition Report on Form 10-Q For the Transition Period Ended:
		Read Instruction (on back page) Before Preparing Form. Please Print or Type. Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.
If the	noti	fication relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:
PAI	RT I	— REGISTRANT INFORMATION
CY	ГОD	YN INC.
Full N	Vame o	of Registrant
Form	er Nar	ne if Applicable
		nin Street, Suite 660 Principal Executive Office (Street and Number)
		ver, Washington 98660
		nd Zip Code
PAI	RT I	I — RULES 12b-25(b) AND (c)
		ject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following completed. (Check box if appropriate)
\boxtimes		The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense; The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
	(c)	The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 11-K, 20-F, 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed).

CytoDyn, Inc. (the "Company") was unable to file timely, without unreasonable effort and expense, its Annual Report on Form 10-K for the fiscal year ended May 31, 2023 (the "Form 10-K"), because its independent registered public accounting firm requires additional time before furnishing its required report regarding its audit of the Company's financial statements for the fiscal year ended May 31, 2023, to evaluate the implications of an Order released by the Public Company Accounting Oversight Board (the "PCAOB") on August 29, 2023, shortly before the Company's filing deadline.

PART IV — OTHER INFORMATION

(1)	Name and telephone number of person to contact in regard to this notification				
	Antonio Migliarese	360	980-8534		
	(Name)	(Area Code)	(Telephone Number)		
(2)	2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is identify report(s). Yes \boxtimes No \square				
(3)	Is it anticipated that any significant change in results of op statements to be included in the subject report or portion the		od for the last fiscal year will be reflected by the earning $Yes \Box \qquad No \boxtimes$		
	If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimat of the results cannot be made.				
	(Nam	CYTODYN INC. se of Registrant as Specified in Charter)	_		
has	caused this notification to be signed on its behalf by the unc	dersigned hereunto duly authorized.			
Dat	e <u>8/30/2023</u>	An	Antonio Migliarese tonio Migliarese ief Financial Officer		
		2			