### FORM 4

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

OMB APPROVAL
OMB 3235Number: 0287
Estimated average
burden hours per

(Instr. 4)

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### 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

Print or Type Respon	nses)									
Name and Addres     Caracciolo Antho	2. Issuer Na Symbol CYTODYN			er or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (All MAIN STR		3. Date of Ea (Month/Day/ 05/29/2014	Year)	nsac	tion	Officer (give title Other (specify below)				
VANCOUVER, V	4. If Amendr Filed(Month/D		e Or	iginal	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (	State) (Zip)		Table I -	Non-De	rivat	ive Securities Acqu	ired, Disposed of, or E	Beneficially (	Owned	
1.Title of Security (Instr. 3)	3		tion Date, if	3. Transact Code (Instr. 8)	ion	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Securities Beneficially Owned Following Reported Transaction(s)		Beneficial Ownership	

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.

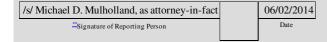
## $\label{thm:continuous} Table~II-Derivative~Securities~Acquired,~Disposed~of,~or~Beneficially~Owned\\ (\textit{e.g.},~puts,~calls,~warrants,~options,~convertible~securities)$

Security (Instr. 3)	Conversion	Date (Month/Day/Year)	Execution Date, if	Code	tion	Derivative Securities Acquired or Dispos of (D)	Derivative Ex Securities (A Acquired (A) or Disposed of (D) Instr. 3, 4,		Expiration Date (Month/Day/Year)				Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)			Expiration Date		Amount or Number of Shares		(Instr. 4)	(Instr. 4)		
Stock Options (right to buy)	\$ 0.64	05/29/2014		A		100,000		05/29/2014	05/29/2019	Common stock	100,000	\$0	100,000	D		
Stock Options (right to buy)	\$ 0.66	06/01/2014		A		50,000		<u>(1)</u>	06/01/2019	Common Stock	50,000	\$0	50,000	D		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Caracciolo Anthony 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660	X						

#### **Signatures**



#### **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 options will vest in equal quarterly installments over the next year.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.