# FORM 4

Instruction 1(b).

# Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

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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

Address of														
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				
(Last) (First) (Middle) 1111 MAIN STREET, SUITE 660				3. Date of Earliest Transaction (Month/Day/Year) 12/19/2019						X_Officer (give title below) Other (specify below) See Remarks				
(Street) VANCOUVER, WA 98660			4. If Amendment, Date Original Filed(Month/Day/Year)						_X_	6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu						lired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Y			ar) any		Date, if	Code Instr.	8) (1	(A) or Disposed (Instr. 3, 4 and 5) (A) or		Of (D) Owned Follow Transaction(s) (Instr. 3 and 4)			Ownership Form: Direct (D) or Indirect (I)	Beneficial Ownership
2.	3. Transaction	3A. Deemed	(e.g., p	uts,	5. Number	rants r of	uired, Dispo , options, coi 6. Date Exe	sed of, or Bene nvertible secur rcisable and	eficially Ow ities) 7. Title and	ned l Amount				11. Natur
Conversion	Date	3A. Deemed Execution Date, if	(e.g., p 4. Transac	uts,	5. Number Derivative	rants r of	uired, Dispo , options, co 6. Date Exe Expiration I	sed of, or Benonvertible secur rcisable and Date	eficially Owrities) 7. Title and of Underly	ned l Amount	Derivative	Derivative	Ownersh	11. Naturip of Indired Beneficia
Price of Derivative Security	re	(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		f		(Instr. 3 an	d 4)	(Instr. 5)		Security: Direct (D or Indirects)	) ` ´
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Ilisti. 4)	(Instr. 4)	
\$ 0.63	12/19/2019		A		700,000		(1)	12/19/2029	Commor Stock	700,000	\$ 0	700,000	D	
	JVER, W  Decurity  According to the second of the second o	Conversion or exercise Price of Derivative USTREET, SUITE 660  (Street)  (Street)  (Street)  (State)  (State)	(Street)  JVER, WA 98660  (State)  (Zip)  Ecurity  2. Transaction Date (Month/Day/Year)  Report on a separate line for each class of securities to any (Month/Day/Year)	(Street)  JVER, WA 98660  Curity  2. Transaction Date (Month/Day/Year)  Report on a separate line for each class of securities beneficial execution Date (Month/Day/Year)  2. Table II - Derivities beneficial execution Date (E.g., p.	(Street)  (Street)  (Street)  4. If Amend  JVER, WA 98660  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Table II - Derivative (e.g., puts, any (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(Street)  (Street)  (Street)  (Street)  4. If Amendment, Date of Date	(Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (State)  (State)  (State)  (Cip)  (State)  (Cip)  (State)  (Cip)  (A. If Amendment, Date Original Street of Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code (Cinstr. 8)  (Code (Cinstr.	(Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (State)  (And Deemed Execution Date, if (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (And Deemed Execution Date, if (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)	(Street)  (A. If Amendment, Date Original Filed(Month/Day/Year)  (Code  (A.) or Disposed (Instr. 8)  (Instr. 8)  (A) or Objective of Date (Instr. 8)  (A) or Disposed of (Instr. 8)  (A) or Disposed of (Instr. 8)  (A) or Disposed of (Instr. 8)  (B) Objectivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  (Code (Instr. 8)  (A) or Disposed of (Instr. 8)  (B) Objectivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  (Code (Instr. 8)  (Instr.	IN STREET, SUITE 660  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) Quality (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired (Instr. 3) and Security (Month/Day/Year)  Table II - Derivative Securities Acquired (Instr. 3) and Securities Acquired (A) or Disposed of (D) Quality (Instr. 3) and Securities Acquired (A) or Disposed of (D) Quality (Instr. 3) and Securities Acquired (A) or Disposed of (D) Quality (Instr. 3) and Securities Acquired (A) or Disposed of (D) Quality (Instr. 3) and Securities Acquired (A) or Disposed of (D) Quality (Instr. 3) and Securities (Instr. 3)	Street	IN STREET, SUITE 660  12/19/2019  4. If Amendment, Date Original Filed, Month/Day/Year)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (Month/Day/Year)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (B) Date Exercisable and (E.g., puts. calls, warrants, options, convertible securities  (Instr. 3 and 4)  (Instr. 3 and 4)  (Instr. 3 and 4)  (Instr. 3 and 4)	Street   Sufficient   Suffi	See Remarks   Surgeries   See Remarks   Se

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

### **Signatures**

/s/ Michael D. Mulholland, as attorney-in-fact	12/23/2019
-**Signature of Reporting Person	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) One-half of the options vest immediately upon grant and one-half of the options will vest upon the achievement of certain additional strategic milestones specified in the award agreement.

#### Remarks:

Senior Vice President of Finance

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.