# 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

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 Responses)  1. Name and Address of Reporting Person* Pourhassan Nader			2. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 1111 MAIN STREET, SUITE 660				3. Date of Earliest Transaction (Month/Day/Year) 12/24/2019						X Director 10% Ówner X Officer (give title below) Other (specify below) President & CEO				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line)X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
)	(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)	any	f Code (Instr. 8)		tion				Beneficia Reported	lly Owned Following Transaction(s)		Ownership of Form:	Beneficial
			(Month/Day/Year		de	V	Amoun	(A) or (D)	Price	(Instr. 3 and 4)			or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Stock		12/24/2019		A			225,98	3 A	\$ 0 (1)	387,472	2		D	
Stock		12/24/2019		F	,		70,055	D	\$ 0.64	317,417	7		D	
Stock										15,750			I	By Spouse
Report on a s	eparate line f	Table II -	Derivative Securi	ties Acc	F c t quirec	Pers cont the f	ons wh tained ir form dis	o respon this for plays a	rm are currer eficiall	not requally valid	uired to res OMB cont	spond unle	ess	1474 (9-02)
1. Title of Derivative Conversion Of Exercise (Month/Day/Year)  3. Transaction Of Execution Date Execution Date Of Exercise Of Execution Date Of Exercise Of		4. Transaction Code	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)  Response of the Expiration		7. Ti Amo Undo Secu (Inst: 4)	Amount or		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivati Security Direct ( or Indirect) (I)	Beneficia Ownersh (Instr. 4)		
	d Address of an Nader  IN STREI  UVER, W.  Stock  Stock  Stock  Stock  Conversion or Exercise Price of Derivative	d Address of Reporting Polan Nader  (First)  (IN STREET, SUITE (Street)  (Street)  (UVER, WA 98660  (State)  ecurity  Stock  Stock  Stock  Report on a separate line for Exercise Price of Derivative	d Address of Reporting Person* an Nader  (First) (Middle)  (IN STREET, SUITE 660  (Street)  (Street)  (UVER, WA 98660  (State) (Zip)  (Month/Day/Year)  Stock  12/24/2019  Stock  12/24/2019  Stock  12/24/2019  Table II -  Conversion or Exercise Price of Derivative  13 A. Deemed Execution Data any (Month/Day/Pear)  (Month/Day/Year)	d Address of Reporting Person and Nader  (First) (Middle) (Street) (Middle) (Street) (Street) (Street) (Street) (Zip) (Street) (A. If Amendment (Month/Day/Year)) (Month/Day/Year)  (Stock 12/24/2019  Stock 12/24/2019  Stock 12/24/2019  Stock 12/24/2019  Stock 12/24/2019  Table II - Derivative Securities beneficially of Execution Date (e.g., puts, calls, work) (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities beneficially of Code (Instr. 8)	d Address of Reporting Person* an Nader  CytoDyn Inc. [CYE CytoDyn Inc.]  (First) (Middle) (Street)  (Street)  (Street)  (Street)  (State)  (Zip)  (State)  (Zip)  (Month/Day/Year)  (Month/Day/Year)  (Instr.)  (Month/Day/Year)  (Instr.)  (Code (Instr.)  (Code (Instr.)  (Code (Instr.)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr.)  (Instr.)  (A) of Operivative Securities Accessed (Instr.)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr.)	Code   Code	2. Issuer Name and Ticker or TracytoDyn Inc. [CYDY]  IN STREET, SUITE 660  (Street)  UVER, WA 98660  2. Issuer Name and Ticker or TracytoDyn Inc. [CYDY]  3. Date of Earliest Transaction (M 12/24/2019  4. If Amendment, Date Original File I - Non-Determination (Month/Day/Year)  2. Transaction Date (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code V  Stock  12/24/2019  F  Stock  12/24/2019  F  Table II - Derivative Securities Acquired, Date (Line) (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  (A) or Exercise Price of Derivative Security  Security  3. Transaction Date (Line) (Line) (Month/Day/Year)  A  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Line) (Line) (Line) (Line) (Month/Day/Year)  3. Transaction Date (Line)	2. Issuer Name and Ticker or Trading SyncytoDyn Inc. [CYDY]  IN STREET, SUITE 660  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (A) or Date (Instr. 3)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Stock)  (12/24/2019  (Month/Day/Year)  (Month/Day/Year)  (Stock)  (12/24/2019)  (A) or Date (Instr. 3)  (A) or Date (Ag., puts, calls, warrants, options, convert or Exercise of Date (Month/Day/Year)  (Month/Day/Year)  (A) or Date (Ag., puts, calls, warrants, options, convert of Code (Instr. 3)  (Month/Day/Year)  (Month/Day/Year)  (A) or Date (Ag., puts, calls, warrants, options, convert of Code (Instr. 3)  (Month/Day/Year)  (A) or Date (Ag., puts, calls, warrants, options, convert of Code (Instr. 3)  (Month/Day/Year)  (Month/Day/Year)	2. Issuer Name and Ticker or Trading Symbol CytoDyn Inc. [CYDY]  IN STREET, SUITE 660  (Street)  UVER, WA 98660  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 8)  (Month/Day/Year)  Stock  12/24/2019  2. Transaction Date (Instr. 8)  (Month/Day/Year)  Stock  12/24/2019  A 225,983 A  Stock  12/24/2019  F 70,055 D  Stock  Report on a separate line for each class of securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired (A) or Disposed of of One Heart of the form displayed on the form displayed of Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disposed of Of One Heart of Code (Instr. 8)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of of One Heart on Date of Code (Instr. 8)  (Month/Day/Year)  A 225,983 A  Stock  3. Transaction Date of Earliest Transaction (Month/Day/Year)  F 70,055 D  Persons who response of the form displayed of Of One Heart on Date of Code (Instr. 8)  (Month/Day/Year)  A 225,983 A  Stock  Conversion Date (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of Of One Heart on Date of	2. Issuer Name and Ticker or Trading Symbol CytoDyn Inc. [CYDY]  IN STREET, SUITE 660  (Street)  (Street)  (Street)  2. Transaction 12/24/2019  4. If Amendment, Date Original Filed(Month/Day/Year)  (Street)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Code (A) or Disposed of (D) (Instr. 8)  (Instr. 8)  (Instr. 8)  (A) or	Address of Reporting Person 2	2. Issuer Name and Ticker or Trading Symbol CytoDyn Inc. [CYDY]   3. Date of Earliest Transaction (Month/Day/Year)   1. If Amendment, Date Original Filed(Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   3. Date of Execution Date, if any (Month/Day/Year)   4. If Amendment, Date Original Filed(Month/Day/Year)   6. Individual or Joint/X_Form filed by flower him filed by flower hi	Address of Reporting Person Name and Ticker or Trading Symbol CytoDyn Inc. [CYDY]  S. Relationship of Reporting Person (Check all applications)  S. Relationship of Reporting Person (Chec	d Address of Reporting Person.**  2. Issuer Name and Ticker or Trading Symbol CytODyn Inc. [CYDY] Stock  1. Stock  1

## **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Pourhassan Nader 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660	X		President & CEO			

#### **Signatures**

/s/ Michael D. Mulholland, as attorney-in-fact	12/27/2019

**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).
- The reported securities were granted in respect of an annual performance award for the fiscal year ended May 31, 2018, which had been previously approved but not yet issued.

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.