

FORM 4

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

OMB APPROVAL

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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 TIMMINS ALAN P <small>(Last) (First) (Middle)</small>		2. Issuer Name and Ticker or Trading Symbol CytoDyn Inc. [CYDY]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
1111 MAIN STREET SUITE 660 <small>(Street)</small>		3. Date of Earliest Transaction (Month/Day/Year) 11/24/2021		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				
VANCOUVER, WA 98660 <small>(City) (State) (Zip)</small>		4. If Amendment, Date Original Filed (Month/Day/Year)		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	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-qualified Stock Option	\$ 1.05	11/24/2021		D			36,986	06/01/2020	01/18/2030	Common Stock	36,986	(1)	0	D	
Non-qualified Stock Option	\$ 1.05	11/24/2021		A			36,986	06/01/2020	01/18/2030	Common Stock	36,986	(1)	36,986	D	
Non-qualified Stock Option	\$ 6.15	11/24/2021		D			225,000	(2)	06/25/2030	Common Stock	225,000	(1)	0	D	
Non-qualified Stock Option	\$ 6.15	11/24/2021		A			225,000	(2)	06/25/2030	Common Stock	225,000	(1)	225,000	D	
Non-qualified Stock Option	\$ 1.39	11/24/2021		D			225,000	(1)	10/18/2031	Common Stock	225,000	(1)	0	D	
Non-qualified Stock Option	\$ 1.39	11/24/2021		A			93,750	(1)	10/18/2031	Common Stock	93,750	(1)	93,750	D	

Reporting Owners

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

Signatures

/s/ Antonio Migliarese, Attorney-In-Fact	11/29/2021
**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 term of the Reporting Person's Continuous Service (as defined in the Issuer's 2012 Equity Incentive Plan, as amended (the "2012 Plan")) as a director of the Issuer ended as of the conclusion of the Issuer's 2021 Annual Meeting of Stockholders on November 24, 2021. Effective immediately prior to the end of the Reporting Person's Continuous Service, each outstanding stock option that had

(1) been granted to the Reporting Person under the 2012 Plan was amended to (a) vest and become immediately exercisable, to the extent it would have become vested on November 30, 2021, with the balance of the unvested portion of such option, if any, immediately forfeited, and (b) cause the option to remain exercisable through the original expiration date instead of terminating 90 days following the end of the Reporting Person's Continuous Service.

(2) 56,250 shares vested on August 31, 2020; the balance vested in equal amounts on November 30, 2020, February 28, 2021, and May 31, 2021.

Remarks:

Exhibit 24-Power of Attorney

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.

POWER OF ATTORNEY

The undersigned hereby appoints each of Nader Z. Pourhassan, Antonio Migliarese, and Mary Ann Ivy, signing singly, as the undersigned's true and lawful attorney-in- fact to:

1. Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of CytoDyn Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company, including forms required to generate codes for the Securities and Exchange Commission's electronic filing system; and

2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the United States Securities and Exchange Commission and any stock exchange or similar authority as appropriate.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys- in-fact, in serving in such capacity at the request of the undersigned, are not assuming, and the Company is not assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer subject to Section 16 of the Securities Exchange Act of 1934 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of 11/23/2021

/s/ Alan P. Timmins

Signature

Alan P. Timmins

Print Name