

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person * <u>Kelly Scott A.</u>  (Last) (First) (Middle) 1111 MAIN STREET, SUITE 660  (Street) VANCOUVER WA 98660  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CytoDyn Inc. [ CYDY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)  CMO
	3. Date of Earliest Transaction (Month/Day/Year) 11/28/2022	
4. If Amendment, Date of 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			
Common Stock	11/30/2022		A		16,927 <sup>(1)</sup>	A	\$0.00	2,184,037	D	
Common Stock								782,408	I	By Spouse

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-qualified stock option (right to buy)	\$0.35	11/28/2022		A		2,315,439		(2)	11/28/2032	Common Stock	2,315,439	\$0	2,315,439	D	

**Explanation of Responses:**

1. Represents awards of fully vested shares under the issuer's 2012 Equity Incentive Plan approved by its Compensation Committee of the Board of Directors with a value on the respective date of grant equal to reduction in reporting person's cash salary.

2. 241,190 shares vested on November 28, 2022; the balance will vest on a monthly basis as follows (i) 48,238 shares at the conclusion of each month of Continuous Service (as the term is defined in the Issuer's 2012 Equity Incentive Plan, as amended), from November 2022 through February 2025, and (ii) 48,239 shares at the conclusion of each month of Continuous Service, from March 2025 through May 2026.

/s/ Antonio Migliarese, Attorney- 11/30/2022  
In-Fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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

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