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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Migliarese Antonio</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) CFO
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2024	
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			

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	Amount or Number of Shares				
Non-qualified stock option (right to buy)	\$1.03	01/03/2024		D			50,000	(1)	01/16/2030	Common Stock	50,000	(2)	0	D	
Non-qualified stock option (right to buy)	\$1.1	01/03/2024		D			50,000	(1)	02/21/2030	Common Stock	50,000	(2)	0	D	
Non-qualified stock option (right to buy)	\$5.57	01/03/2024		D			100,000	(1)	07/22/2030	Common Stock	100,000	(2)	0	D	
Non-qualified stock option (right to buy)	\$5.54	01/03/2024		D			50,000	(3)	02/17/2031	Common Stock	50,000	(2)	0	D	
Non-qualified stock option (right to buy)	\$1.32	01/03/2024		D			1,000,000	(4)	08/06/2031	Common Stock	1,000,000	(2)	0	D	
Non-qualified stock option (right to buy)	\$0.58	01/03/2024		D			630,222	(5)	09/20/2032	Common Stock	630,222	(2)	0	D	
Non-qualified stock option (right to buy)	\$0.21	01/03/2024		A			50,000		01/03/2024 01/16/2030	Common Stock	50,000	(2)	50,000	D	
Non-qualified stock option (right to buy)	\$0.21	01/03/2024		A			50,000		01/03/2024 02/21/2030	Common Stock	50,000	(2)	50,000	D	

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	Amount or Number of Shares				
Non-qualified stock option (right to buy)	\$0.21	01/03/2024		A		100,000		01/03/2024	07/22/2030	Common Stock	100,000	(2)	100,000	D	
Non-qualified stock option (right to buy)	\$0.21	01/03/2024		A		50,000		(6)	02/17/2031	Common Stock	50,000	(2)	50,000	D	
Non-qualified stock option (right to buy)	\$0.21	01/03/2024		A		1,000,000		(7)	08/06/2031	Common Stock	1,000,000	(2)	1,000,000	D	
Non-qualified stock option (right to buy)	\$0.21	01/03/2024		A		630,222		(8)	09/20/2032	Common Stock	630,222	(2)	630,222	D	

Explanation of Responses:

- The option was fully vested and exercisable prior to January 3, 2024.
- The outstanding option was cancelled in exchange for a new option having a lower exercise price.
- Vesting was scheduled to occur in three equal annual installments beginning on February 17, 2022.
- Vesting was scheduled to occur in three equal annual installments beginning on August 6, 2022.
- 25% of the award vested on January 24, 2023, with the balance scheduled to vest in 36 equal monthly installments, subject to Continuous Service (as the term is defined in the Issuer's 2012 Equity Incentive Plan, as amended) through the applicable vesting date.
- 33,300 shares were fully vested and exercisable on January 3, 2024; the balance is scheduled to vest on February 17, 2024.
- 666,000 shares were fully vested and exercisable on January 3, 2024; the balance is scheduled to vest on August 6, 2024.
- 301,975 shares were fully vested and exercisable on January 3, 2024; the balance will vest in equal monthly installments at the conclusion of each month of Continuous Service beginning at the end of January 2024 through January 2026.

/s/ Antonio Migliarese

01/05/2024

** 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.

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 Number.