

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person Mulholland Michael D. <small>(Last) (First) (Middle)</small> 1111 MAIN STREET, SUITE 660 <small>(Street)</small> VANCOUVER, WA 98660 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol CytoDyn Inc. [CYDY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer
3. Date of Earliest Transaction (Month/Day/Year) 12/17/2020		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
4. If Amendment, Date Original Filed (Month/Day/Year) 12/21/2020		

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	12/17/2020		M		32,000	A	\$ 0.39	316,081	D	
Common Stock	12/17/2020		S ⁽¹⁾		32,000	D	\$ 4.5523 ⁽²⁾	284,081	D	
Common Stock	12/18/2020		M		155,500	A	\$ 0.39	439,581	D	
Common Stock	12/18/2020		M		233,100	A	\$ 0.49	672,681	D	
Common Stock	12/18/2020		M		98,402	A	\$ 0.57	771,083	D	
Common Stock	12/18/2020		S		487,002	D	\$ 4.9516 ⁽³⁾	284,081	D	
Common Stock	12/21/2020		M		201,598	A	\$ 0.57	485,679	D	
Common Stock	12/21/2020		M		300,000	A	\$ 0.80	785,679	D	
Common Stock	12/21/2020		M		88,199	A	\$ 0.87	873,878	D	
Common Stock	12/21/2020		S		585,797	D	\$ 5.582 ⁽⁴⁾	284,081	D	

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 (right to buy)	\$ 0.39	12/17/2020		M		32,000		12/17/2020 ⁽⁵⁾	10/07/2029	Common Stock	32,000	\$ 0	155,500	D	
Non-qualified Stock Option (right to buy)	\$ 0.39	12/18/2020		M		155,500		12/18/2020	10/07/2029	Common Stock	155,500	\$ 0	0	D	

Non-qualified Stock Option (right to buy)	\$ 0.49	12/18/2020		M	233,100	12/18/2020 ⁽⁶⁾	06/08/2028	Common Stock	233,100	\$ 0	116,900	D
Non-qualified Stock Option (right to buy)	\$ 0.57	12/18/2020		M	98,402	12/18/2020 ⁽⁷⁾	06/01/2027	Common Stock	98,402	\$ 0	201,598	D
Non-qualified Stock Option (right to buy)	\$ 0.57	12/21/2020		M	201,598	12/21/2020	06/01/2027	Common Stock	201,598	\$ 0	0	D
Non-qualified Stock Option (right to buy)	\$ 0.80	12/21/2020		M	300,000	12/21/2020 ⁽⁸⁾	02/15/2023	Common Stock	300,000	\$ 0	0	D
Non-qualified Stock Option (right to buy)	\$ 0.87	12/21/2020		M	88,199	12/21/2020 ⁽⁹⁾	11/23/2025	Common Stock	88,199	\$ 0	161,801	D

Reporting Owners

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

Signatures

Michael D. Mulholland	12/21/2020
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) All shares sold and reported in this Form 4 were sold pursuant to a Rule 10b5-1 trading plan the reporting person entered into on November 12, 2020. The plan provides for periodic sales by the reporting person's broker without further action by the reporting person.
- (2) This transaction was executed in multiple trades at prices ranging from \$4.50 to \$4.68. The price above reflects the weighted-average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) This transaction was executed in multiple trades at prices ranging from \$4.80 to \$5.08. The price above reflects the weighted-average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) This transaction was executed in multiple trades at prices ranging from \$5.03 to \$6.00. The price above reflects the weighted-average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) The reported option became fully vested on October 7, 2020.
- (6) Sixty-seven percent (67%) of the reported option became fully vested on June 8, 2020; the shares remaining subject to this option vest on June 8, 2021.
- (7) The reported option became fully vested on June 1, 2020.
- (8) The reported option became fully vested on grant date.
- (9) Fifty percent (50%) of the reported option became fully vested in 2016 and 50% was forfeited.

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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