

Pourhassan Nader
Form 4
November 19, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pourhassan Nader

(Last) (First) (Middle)
1111 MAIN STREET, SUITE 660
(Street)

VANCOUVER, WA 98660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CytoDyn Inc. [CYDY]

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	11/16/2018		A		161,489	A	<u>(1)</u> <u>(2)</u>
Common Stock	11/16/2018		A		15,750	A	<u>(1)</u> <u>(2)</u>

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options (right to buy)	\$ 0.64	11/16/2018		A	200,000		05/29/2018	05/29/2019	Common Stock	200,000
Stock Options (right to buy)	\$ 2	11/16/2018		A	500,000		07/31/2015	07/31/2021	Common Stock	500,000
Stock Options (right to buy)	\$ 2.75	11/16/2018		A	54,545		03/23/2012	03/23/2022	Common Stock	54,545
Stock Options (right to buy)	\$ 0.9	11/16/2018		A	200,000		06/30/2018	06/30/2025	Common Stock	200,000
Stock Options (right to buy)	\$ 0.87	11/16/2018		A	650,000		<u>(3)</u>	11/23/2025	Common Stock	650,000
Stock Options (right to buy)	\$ 0.75	11/16/2018		A	304,000		<u>(3)</u>	01/04/2026	Common Stock	304,000
Stock Options (right to buy)	\$ 1.09	11/16/2018		A	600,000		<u>(4)</u>	06/01/2026	Common Stock	600,000
Stock Options (right to buy)	\$ 0.57	11/16/2018		A	300,000		<u>(5)</u>	06/01/2027	Common Stock	300,000
Stock Options (right to buy)	\$ 0.8	11/16/2018		A	600,000		05/31/2017	02/15/2023	Common Stock	600,000

Stock Options (right to buy)	\$ 0.49	11/16/2018	A	350,000	<u>(6)</u>	06/08/2028	Common Stock	350,000
Stock Options (right to buy)	\$ 0.565	11/16/2018	A	1,000,000	<u>(7)</u>	11/08/2028	Common Stock	1,000,000

Reporting Owners

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

Signatures

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

11/16/2018

__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).

On November 16, 2018, CytoDyn Inc. completed a holding company reorganization in which CytoDyn Inc. ("Old CytoDyn") merged with and into a wholly-owned subsidiary of Point NewCo Inc. (which has been renamed CytoDyn Inc.) ("New CytoDyn") with Old CytoDyn continuing as the surviving corporation and as a wholly-owned subsidiary of New CytoDyn (the "Holding Company Reorganization"). In the Holding Company Reorganization, each outstanding share of Old CytoDyn capital stock (including common stock and Series B preferred stock) was disposed of in exchange for an equivalent share of New CytoDyn capital stock, and each Old CytoDyn warrant, convertible promissory note and stock option was converted into an equivalent right to purchase New CytoDyn common stock.

- (1) Reorganization". In the Holding Company Reorganization, each outstanding share of Old CytoDyn capital stock (including common stock and Series B preferred stock) was disposed of in exchange for an equivalent share of New CytoDyn capital stock, and each Old CytoDyn warrant, convertible promissory note and stock option was converted into an equivalent right to purchase New CytoDyn common stock.
- (2) In connection with the transactions consummated on November 16, 2018, immediately after the effective time of the Holding Company Reorganization, New CytoDyn issued to ProstaGene, LLC 27,000,000 newly issued shares of New CytoDyn common stock (representing approximately 6.5% of the total number of outstanding shares of New CytoDyn common stock, after giving effect to such issuance).
- (3) The options (including predecessor options) vest upon the achievement of certain strategic milestones specified in the award agreement.
- (4) The options (including predecessor options) vest in three equal annual installments commencing on June 1, 2017.
- (5) The options (including predecessor options) vest in three equal annual installments commencing on June 1, 2018.
- (6) The options vest in three equal annual installments commencing on June 1, 2019.
- (7) 50% of the options were fully vested and exercisable as of their issuance date, and 50% of the options vest on April 8, 2019.

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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