

CytoDyn Inc.
Form 8-K
November 09, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): November 8, 2018

CytoDyn Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1111 Main Street, Suite 660

000-49908
(SEC

File Number)

75-3056237
(I.R.S. Employer

Identification No.)

98660

Vancouver, Washington
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code: (360) 980-8524

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to the Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 8, 2018, CytoDyn Inc., a Delaware corporation (the Company), filed with the Secretary of State of the State of Delaware a Certificate of Amendment (the Certificate of Amendment) to its Certificate of Incorporation, increasing the total number of authorized shares of Common Stock to 600,000,000. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and incorporated by reference herein. The Company's stockholders approved the Certificate of Amendment at the Company's annual meeting of stockholders (the Annual Meeting) on November 8, 2018.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Certain matters were submitted to a vote of stockholders at the Annual Meeting. A total of 187,484,542 shares were represented in person or by proxy at the Annual Meeting, out of 248,400,949 shares outstanding and entitled to vote as of the record date. The final results for each of the matters submitted are set forth below. Each of the proposals was approved. A more detailed description of each proposal is set forth in the Company's Proxy Statement filed with the Securities and Exchange Commission on October 15, 2018 (the Proxy Statement).

Proposal No. 1 Election of Seven Directors. The stockholders elected seven directors, each for a one-year term:

| Nominee | Shares Voted For | Shares With held | Broker Non-Votes |
|----------------------------|------------------|------------------|------------------|
| Anthony D. Caracciolo | 123,994,507 | 15,020,001 | 48,470,034 |
| Nader Z. Pourhassan, Ph.D. | 132,575,465 | 6,439,043 | 48,470,034 |
| Carl C. Dockery | 136,609,369 | 2,405,139 | 48,470,034 |
| Gregory A. Gould | 124,343,094 | 14,671,414 | 48,470,034 |
| Scott A. Kelly, M.D. | 135,385,236 | 3,629,272 | 48,470,034 |
| Michael A. Klump | 137,058,574 | 1,955,934 | 48,470,034 |
| Jordan G. Naydenov | 135,852,703 | 3,161,805 | 48,470,034 |

Proposal No. 2 Amendment to Certificate of Incorporation to Increase the Number of Authorized Shares. The stockholders approved a proposal to amend the certificate of incorporation of the Company (the Certificate of Incorporation) to increase the total number of authorized shares of common stock to 600,000,000, by the votes set forth in the table below:

| For | Against | Abstained |
|-------------|------------|-----------|
| 164,069,609 | 22,584,090 | 830,843 |

Proposal No. 3 Ratification of Selection of Independent Registered Public Accounting Firm. The stockholders approved the selection of Warren Averett, LLC as independent registered public accounting firm for the fiscal year ending May 31, 2019, by the votes set forth in the table below:

| For | Against | Abstained |
|-------------|-----------|-----------|
| 182,007,042 | 4,454,073 | 1,023,427 |

Proposal No. 4 Advisory Vote on Executive Compensation. The stockholders approved the compensation paid to executive officers, by the votes set forth in the table below:

| For | Against | Abstained | Broker Non-Vote |
|-------------|----------------|------------------|------------------------|
| 107,389,665 | 27,193,545 | 4,431,298 | 48,470,034 |

Item 8.01. Other Events.

On November 8, 2018, the Company posted an updated version of the investor presentation deck titled PRO 140-leronlimab to its website at www.cytodyn.com. A copy of the investor presentation is filed as Exhibit 99.1 to this Form 8-K.

The Company does not intend to incorporate any contents from its website into this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

Exhibit

| (d) | No. | Description. |
|------------|------------|---|
| | 3.1 | <u>Certificate of Amendment to the Certificate of Incorporation of CytoDyn Inc.</u> |
| | 99.1 | <u>Investor Presentation.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CytoDyn Inc.

November 8, 2018

By: */s/ Michael D. Mulholland*

Name: Michael D. Mulholland

Title: Chief Financial Officer