

CYTODYN INC  
Form 4  
July 15, 2015

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
**DOCKERY CARL**

(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)  
**02/06/2015**

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)

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	05/05/2015		P		104,153 (1)	A	\$ 0.5
					2,199,853 (2)	I (3)	See Footnote (3)
Common Stock	06/05/2015		P		36,690 (1)	A	\$ 0.5
					2,236,543 (4)	I (3)	See Footnote (3)

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

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(9-02)

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title (Instr. 8)
					(A)	(D)	Date Exercisable	Expiration Date	
Convertible Promissory Note	\$ 0.675 (5) (6) (7)	02/06/2015		P		1,500,000 (5)	02/06/2015	08/05/2015 <sup>(8)</sup>	Common Stock
Warrants to Purchase Common Stock	\$ 0.5	02/06/2015		P		75,000	02/06/2015	02/28/2020	Common Stock
Convertible Promissory Note <sup>(9)</sup>	\$ 0.675	04/30/2015 <sup>(9)</sup>		H		1,500,000 (9)	02/06/2015	08/05/2015	Common Stock
Convertible Promissory Note <sup>(9)</sup>	\$ 0.675	04/30/2015 <sup>(9)</sup>		P		1,500,000 (9)	04/30/2015	08/05/2015	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOCKERY CARL 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660	X	X		

## Signatures

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

07/14/2015

        \*\*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).

(1) The shares of Common Stock reported herein were issued by CytoDyn Inc. (the "Company") to Alpha Venture Capital Partners, L.P. ("AVCP") in satisfaction of the Company's accrued interest payment obligations under the 2015 Note (as defined below).

(2) Of such shares of Common Stock, AVCP directly owned 1,969,084 shares and Alpha Venture Capital Fund, L.P. ("AVCF") directly owned 230,769 shares.

(3) The reporting person is the sole member of Alpha Advisors, LLC, the investment advisor for AVCP and AVCF, and the managing member of Alpha Venture Capital Management, LLC ("AVCM"), the general partner of AVCP and AVCF. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest in such securities.

(4) Of such shares of Common Stock, AVCP directly owned 2,005,774 shares and AVCF directly owned 230,769 shares.

(5) The Convertible Promissory Note and Warrants to Purchase Common Stock that are reported herein as acquired on February 6, 2015 relate to the execution of the transactions contemplated in that certain Subscription and Investor Rights Agreement between AVCM and the Company dated February 6, 2015 (as amended, the "Subscription Agreement"). Pursuant to the Subscription Agreement, the Company issued AVCP (i) a Convertible Promissory Note in the principal amount of \$1.5 million in exchange for cash in an equal amount (the "2015 Note"); and (ii) warrants to purchase a total of 75,000 shares of Common Stock exercisable at a price of \$0.50 per share for no additional consideration.

(6) At issuance, the conversion price of the 2015 Note was \$1.00 per share, subject to reduction to a price per share that is 10% below the lowest sale price that is below \$.9444 per share, for shares of Common Stock sold or deemed sold in subsequent securities offerings by the Company. On April 30, 2015, the Company concluded a subsequent securities offering pursuant to which shares of Common Stock were deemed to be sold at a price of \$0.75 per share (the "Offering").

(7) (Continued from Footnote 6) As a result of the Offering, the conversion price was reduced to \$0.675 per share, or 90% of the deemed issuance price of \$0.75 per share in the Offering, and the number of shares of Common Stock issuable thereunder increased to 2,222,222. The total shares underlying the 2015 Note reported herein also includes shares issuable in satisfaction of the \$11,243.82 in unpaid interest accrued under the 2015 Note through June 23, 2015, the day prior to the date AVCP exercised its right to convert all indebtedness under the 2015 Note into shares of Common Stock at a conversion price of \$0.675 per share

(8) At issuance, the 2015 Note was scheduled to mature on May 5, 2015, subject to a one-time option exercisable by the Company to extend the maturity date to August 5, 2015 (the "Option"). The Company exercised the Option on April 1, 2015.

(9) The disposition and acquisition of Convertible Promissory Notes on April 30, 2015 reported in Table II above involved the amendment of the 2015 Note to provide for the payment of interest accrued on the 2015 Note, at AVCP's option, either in cash or shares of Common Stock, the latter at a price of \$0.50 per share. The amendment is reported above in Table II as the cancellation of the "old" Convertible Promissory Note on April 30, 2015 and the acquisition of a new one on that date.

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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