CytoDyn Inc. Form 4 February 13, 2017

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

1111 MAIN STREET, SUITE 660

(Street)

Caracciolo Anthony

(First)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

CytoDyn Inc. [CYDY]

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

02/12/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

Estimated average

burden hours per

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below)

below) **Executive Chairman** 

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

VANCOUVER, WA 98660

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

(State)

Execution Date, if (Month/Day/Year)

3. Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

4. Securities

(A)

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership Form: Direct (T) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

#### Edgar Filing: CytoDyn Inc. - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Disposed o (Instr. 3, 4, 5)	f(D)				
				Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 0.76	02/12/2017		A	450,000		<u>(1)</u>	02/12/2027	Common Stock	450,000
Stock Options (right to buy)	\$ 0.76	02/12/2017		A	550,000		(2)	02/12/2027	Common Stock	550,000

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
Caracciolo Anthony							
1111 MAIN STREET, SUITE 660	X		<b>Executive Chairman</b>				
VANCOUVER, WA 98660							

## **Signatures**

/s/ Michael D. Mulholland, as attorney-in-fact 02/13/2017

\*\*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).
- Subject to stockholder approval of the increase in the number of shares authorized for issuance under the CytoDyn Inc. 2012 Equity
- (1) Incentive Plan, as amended, at the next annual meeting, the options will vest upon the achievement of certain strategic milestones specified in the award agreement.
- (2) The options will vest in equal monthly installments over the next two years, commencing on the first month following the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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