

Naydenov Jordan G  
 Form 4  
 November 19, 2018

**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 \*  
 Naydenov Jordan G

(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)

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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 11/16/2018                           |  | A                              | V   | Amount (A) or (D) Price <u>(1)</u><br><u>(2)</u> 5,304,490                                    | D  |  |

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

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 (9-02)

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

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| 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 Shares |
| Stock Options (right to buy)               | \$ 0.66  | 11/16/2018                           |  | A                              | 50,000  |     | 06/01/2015   | 06/01/2019      | Common Stock  | 50,000               |
| Stock Options (right to buy)               | \$ 2   | 11/16/2018                           |  | A                              | 50,000  |     | 08/08/2012   | 08/08/2021      | Common Stock  | 50,000               |
| Stock Options (right to buy)               | \$ 1.55  | 11/16/2018                           |  | A                              | 25,000  |     | 06/01/2013   | 06/01/2022      | Common Stock  | 25,000               |
| Stock Options (right to buy)               | \$ 0.975   | 11/16/2018                           |  | A                              | 50,000  |     | 09/01/2016   | 06/01/2025      | Common Stock  | 50,000               |
| Stock Options (right to buy)               | \$ 1.09  | 11/16/2018                           |  | A                              | 50,000  |     | 06/01/2017   | 06/01/2026      | Common Stock  | 50,000               |
| Stock Options (right to buy)               | \$ 0.57  | 11/16/2018                           |  | A                              | 75,000  |     | 09/01/2018   | 06/01/2027      | Common Stock  | 75,000               |
| Stock Options (right to buy)               | \$ 0.56  | 11/16/2018                           |  | A                              | 96,397  |     | 02/07/2018   | 02/07/2028      | Common Stock  | 96,397               |
| Stock Options (right to buy)               | \$ 0.8   | 11/16/2018                           |  | A                              | 50,000  |     | 02/15/2018   | 02/15/2023      | Common Stock  | 50,000               |
| Stock Options (right to buy)               | \$ 0.49  | 11/16/2018                           |  | A                              | 100,000   |     | <sup>(3)</sup>   | 06/08/2028      | Common Stock  | 100,000              |
|  | \$ 0.75  | 11/16/2018                           |  | A                              | 133,334   |     | 01/31/2018   | 01/31/2023      |   | 133,334              |

|                               |         |            |   |         |            |            |                 |                 |  |
|-------------------------------|---------|------------|---|---------|------------|------------|-----------------|-----------------|--|
| Warrants<br>(right to<br>buy) |         |            |   |         |            |            |                 | Common<br>Stock |  |
| Warrants<br>(right to<br>buy) | \$ 0.75 | 11/16/2018 | A | 66,666  | 01/31/2018 | 07/26/2022 | Common<br>Stock | 66,666          |  |
| Warrants<br>(right to<br>buy) | \$ 1.35 | 11/16/2018 | A | 250,000 | 05/10/2016 | 05/10/2021 | Common<br>Stock | 250,000         |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Naydenov Jordan G<br>1111 MAIN STREET, SUITE 660<br>VANCOUVER, WA 98660 | X             |           |         |       |

## 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, 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).
  - (2) The options (including predecessor options) vest in four equal quarterly installments commencing on September 1, 2018.

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.