

Caracciolo Anthony  
 Form 4/A  
 November 16, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Caracciolo Anthony

(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)  
 06/19/2017

4. If Amendment, Date Original Filed(Month/Day/Year)  
 06/21/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Executive Chairman

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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 Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
|------------|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|--------------------|-----------------|----------------------------|
| Warrants   | \$ 1.35                            | 06/19/2017       |            | D   |      |   |     |     | 05/31/2017          | 05/31/2022         | Common<br>Stock | 333,333<br>(1)             |

## Reporting Owners

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

## 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).

This report is being filed to correct certain inadvertent errors, to report (i) the warrant issued May 31, 2017 as disposed of (and not (1) acquired) in the transaction, in Column 5, and (ii) the number of such derivative securities beneficially owned following the transaction as zero (and not 333,333), in Column 9.

(2) As part of a private offering to accredited investors, on May 31, 2017, the reporting person purchased from the issuer for a combined price of \$1.0 million (i) a \$1.0 million convertible promissory note, bearing interest at 7.0% annually, which is convertible into shares of the issuer's common stock at an initial conversion price of \$0.75 per share, and (ii) a warrant covering 25% of the number of shares underlying the convertible promissory note, with an exercise price of \$1.35 per share. Effective June 19, 2017, the issuer amended the terms of the offering to increase the warrant coverage from 25% to 50% and to decrease the warrant exercise price from \$1.35 to \$1.00.

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.