FORM D

Notice of Exempt Offering of Securities

Yet to Be Formed

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden hours per response: 4.0

1. Issuer's Identity			
CIK (Filer ID Number)	Previous Name(s)	None	Entity Type
0001175680	REXRAY CORP		Corporation
Name of Issuer	_		Limited Partnership
CYTODYN INC			Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
COLORADO]		Business Trust
Year of Incorporation/Organizati	ion		Other
☑ Over Five Years Ago			
□ Within Last Five Years (Specify Year)			

2. Principal Place of Business and Contact Information

Name of Issuer				
CYTODYN INC				
Street Address 1		Stree	et Address 2	
5 CENTERPOINTE DRIVE, SU	ITE 400			
City	State/Province/Country	у	ZIP/Postal Code	Phone No. of Issuer
LAKE OSWEGO	OREGON		97035	971-204-0382

3. Related Persons

Last Name		First Name		Middle Name		
Pourhassan		Nader]		
Street Address 1			Street Address 2	_		
5 Centerpointe Drive	, Suite 400					
City		State/Province/C	ountry	ZIP/Postal Code		
Lake Oswego		OREGON		97035		
Relationship:	Execu	tive Officer	Director	Promoter		
Last Name		First Name		Middle Name		
Mulholland		Michael				
Street Address 1 5 Centerpointe Drive	, Suite 400		Street Address 2			
City		State/Province/C	ountry	ZIP/Postal Code		
Lake Oswego		OREGON		97035		
		1	Director			

Clarification	of	Response	(if	Necessary)
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Street Address 1			Street Address 2	-	
5 Centerpointe Drive,	Suite 400				
City		State/Province/	Country	ZIP/Postal Code	
Lake Oswego		OREGON		97035	
Relationship:	Execut	ive Officer	Director	Promoter	
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		Michael			
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5 Centerpointe Drive,	, Suite 400			ZIP/Postal Code	
5 Centerpointe Drive, City	, Suite 400	State/Province/			
5 Centerpointe Drive, City		State/Province/			
5 Centerpointe Drive, City Lake Oswego Relationship:	Execut	State/Province/ OREGON	Country	97035	
5 Centerpointe Drive, City Lake Oswego	Execut	State/Province/ OREGON	Country	97035	

Health Care

Manufacturing

Real Estate

Commercial

Construction

Residential

REITS & Finance

Other Real Estate

☑ Biotechnology

Health Insurance

Pharmaceuticals

Other Health Care

Hospitals & Physicians

4. Industry Group

Agriculture

Banking & Financial Services

- Commercial Banking
- Insurance
- Investing
- Investment Banking
- Pooled Investment Fund
- Other Banking & Financial

Business Services

Energy

- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
 Oil & Gas
- Other Energy

Retailing

- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology

Travel

- Airlines & Airports
- Lodging & Conventions
- Tourism & Travel Services
- Other Travel

Other

5. Issuer Size

Revenue Range

☑ No Revenues

- \$1 \$1,000,000
- \$1,000,001 \$5,000,000
- \$5,000,001 \$25,000,000
- \$25,000,001 \$100,000,000
- Over \$100,000,000

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 \$5,000,000
- \$5,000,001 \$25,000,000
- \$25,000,001 \$50,000,000
- \$50,000,001 \$100,000,000
- Over \$100,000,000

Restaur

- Decline to Disclose
- Not Applicable

- Decline to Disclose
- Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)
Rule 504(b)(1) (not (i), (ii) Rule 505
□ Rule 504 (b)(1)(i)
Rule 504 (b)(1)(ii)
Rule 504 (b)(1)(iii) Investment Company Act Section 3(c)
7. Type of Filing
New Notice Date of First Sale 2012-10-01 First Sale Yet to Occur
Amendment
8. Duration of Offering
Does the Issuer intend this offering to last more than one year?
9. Type(s) of Securities Offered (select all that apply)
Pooled Investment Fund Interests Equity
☐ Tenant-in-Common Securities ☑ Debt
Mineral Property Securities Image: Option, Warrant or Other Right to Acquire Another Security
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Other Right to Acquire
10. Business Combination Transaction
Is this offering being made in connection with a business combination Ves V No
transaction, such as a merger, acquisition or exchange offer? Clarification of Response (if Necessary)
11 Minimum Investment
11. Minimum Investment
Minimum investment accepted from any outside \$ 25000 USD
12. Sales Compensation
Recipient CRD Number 🔲 None
(Associated) Broker or Dealer I None (Associated) Broker or Dealer CRD None Number
Street Address 1 Street Address 2
City State/Province/Country ZIP/Postal Code

All States

State(s) of Solicitation

13. Offering and Sales Amounts

To: Onering an		,		
		_		
Total Offering Amount	\$ 1000000	USD	Indefinite	
Total Amount Sold	\$ 5908250	USD		
Total Remaining to be Sold	\$ 4091750	USD	Indefinite	
Clarification of Response	(if Necessary)			
14. Investors				
do not qualify a	ies in the offering have been of s accredited investors, n non-accredited investors wh		*	
to persons who	hether securities in the offeri do not qualify as accredited i stors who already have invest	nvestors,	enter the total	15
15. Sales Com	missions & Finde	ers' Fe	es Expens	es
Provide separately the am	nounts of sales commissions a , provide an estimate and che	ınd findeı	s' fees expenses, if :	any. If the amount of an
Sales Co	ommissions \$		USD	Estimate
Fin	ıders' Fees \$			Estimate
				_
Clarification of Response	(If Necessary)]
16. Use of Proc	ceeds			
any of the persons require		officers, d	irectors or promote	ed to be used for payments to ers in response to Item 3 above. Int.
	\$)		USD 🔲 Estimate
Clarification of Response	(if Necessary)			
]			

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the state in which the state in which the issuer maintains its principal place of business or any State in which the state in which the state is such as the state in which the state in which the state in which the state in which the issuer maintains its principal place of business or any State in which the state in which the state in which the issuer maintains is principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
CYTODYN INC	Nader Pourhassan	Nader Pourhassan	President and CEO	2013-02-15