

5 Centerpointe Drive, Suite 400

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

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1. Issuer's Identi	tv				
CIK (Filer ID Number)	•	Previous Name(s)	None	Entity Type	
0001175680		REXRAY CORP			\neg
Name of Issuer		REARAT CORT		Corporation	=
CYTODYN INC				Limited Partnership	=
Jurisdiction of				Limited Liability Company	_
Incorporation/Organizatio	n			General Partnership	_
COLORADO				Business Trust	
Year of Incorporation/O	rganization			Other	
☑ Over Five Years Ago					
Within Last Five Year (Specify Year)	s				
☐ Yet to Be Formed					
2. Principal Plac	e of Bu	siness and (Contact Info	ormation	
Name of Issuer					
CYTODYN INC					
Street Address 1			Street Address 2		
5 CENTERPOINTE DR	IVE, SUITE	2 400			
City	Star	te/Province/Country	ZIP/Postal (Code Phone No. of Issuer	
LAKE OSWEGO	O	REGON	97035	971-204-0382	$\overline{}$
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3. Related Person	ons				
Last Name		First Name		Middle Name	
Pourhassan		Nadar			
Street Address 1			Street Address 2		
5 Centerpointe Drive,	Suite 400				
City		State/Province/Cour	ntry	ZIP/Postal Code	
Lake Oswego		OREGON		97035	
Relationship:	✓ Executiv	ve Officer	Director	Promoter	\neg
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Clarification of Response (II Necessary))			_
					_
Last Name		First Name		Middle Name	
Mulholland		Michael			
Street Address 1			Street Address 2		

Clarification of Response (if Necessary) Last Name First Name Middle Name Naydenov Jordan Street Address 1 Street Address 2 5 Centerpointe Drive, Suite 400 City State/Province/Country ZIP/Postal Code Lake Oswego OREGON 97035 Relationship: Executive Officer Director Promoter Clarification of Response (if Necessary) Street Address 1 Street Address 2 5 Centerpointe Drive, Suite 400 City State/Province/Country ZIP/Postal Code Clay State/Province/Country ZIP/Postal Code Clay State/Province/Country ZIP/Postal Code Clarification of Response (if Necessary) Relationship: Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Gould Gregory Street Address 1 Street Address 2 5 Centerpointe Drive, Suite 400 City State/Province/Country ZIP/Postal Code Could Gregory Street Address 1 Street Address 2 5 Centerpointe Drive, Suite 400 City State/Province/Country ZIP/Postal Code Cartification of Response (if Necessary) Cartification of Response (if Necessary) Relationship: Executive Officer Director Promoter Clarification of Response (if Necessary)	City	State/Prov	vince/Country	ZIP/Postal Code	
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Clarification of Response (if Necessary) Last Name First Name Middle Name Nobel Michael	Lake Oswego	OREGO	ON	97035	
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Last Name First Name Middle Name Nobel Michael	Relationship:	Executive Officer	☑ Director	Promoter	
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Nobel Michael					
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5 Centerpointe Drive, Suite 400		
ity	State/Province/Country	ZIP/Postal Code
Lake Oswego	OREGON	97035
Relationship:	ve Officer Director	Promoter
larification of Response (if Necessary)	
. Industry Group		
Agriculture	Health Care	Retailing
Banking & Financial Services	☑ Biotechnology	Restaurants
☐ Commercial Banking	☐ Health Insurance☐ Hospitals & Physicians	
☐ Insurance	Pharmaceuticals	Technology
☐ Investing	Other Health Care	Computers
☐ Investment Banking ☐ Pooled Investment Fund		☐ Telecommunications
_		Other Technology
Other Banking & Financial Services		Travel
	☐ Manufacturing	☐ Airlines & Airports
Business Services	Real Estate	Lodging & Conventions
Energy Coal Mining	Commercial	☐ Tourism & Travel Services
☐ Electric Utilities	Construction	Other Travel
■ Energy Conservation	REITS & Finance Residential	☐ Other
■ Environmental Services	Other Real Estate	
☐ Oil & Gas	= One Rea Estate	
☐ Other Energy		
5. Issuer Size		
evenue Range	A garage to Not A	sset Value Range
No Revenues		regate Net Asset Value
\$1 - \$1,000,000	\$1 - \$5,0	
\$1,000,001 - \$5,000,000	—	001 - \$25,000,000
\$5,000,001 - \$25,000,000		,001 - \$50,000,000
\$25,000,001 - \$100,000,000		,001 - \$20,000,000
Over \$100,000,000		.00,000,000
Decline to Disclose		to Disclose
Not Applicable	□ Not App	
= 110t Applicable		pitable
2 Fadawi Francis) and Evelopin () Ol	
6. Federal Exemption(sapply)	s) and Exclusion(s) Gla	aimed (select all that
Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505	
01 (111))		
Rule 504 (b)(1)(i)	Rule 506	
_	Rule 506 Securities Act Section 4(6)	

7. Type of Filing	
New Notice Date of First Sale 2013-09	-25 First Sale Yet to Occur
☐ Amendment	
8. Duration of Offering	
Does the Issuer intend this offering to last more than of	one year?
9. Type(s) of Securities Offered (s	select all that apply)
Pooled Investment Fund	
☐ Tenant-in-Common Securities ☐ Debt	
Vilneral Property Securities	arrant or Other Right to other Security
Security to be Acquired Upon	•
Exercise of Option, Warrant or Other (desc Other Right to Acquire Security	ribe)
10. Business Combination Trans	
Is this offering being made in connection with a busin transaction, such as a merger, acquisition or exchange	Yes M No
Clarification of Response (if Necessary)	
11. Minimum Investment	
Minimum investment accepted from any outside	0 USD
investor	
12. Sales Compensation	
Recipient	Recipient CRD Number
Paulson Investment Company, Inc.	
L * */	5670
(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number None
	(Associated) Broker or Dealer CRD None
	(Associated) Broker or Dealer CRD None
(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number Number
(Associated) Broker or Dealer None Street Address 1 1331 NW Lovejoy Suite 720	(Associated) Broker or Dealer CRD Number Number
(Associated) Broker or Dealer None Street Address 1 1331 NW Lovejoy Suite 720 City S	(Associated) Broker or Dealer CRD Number Street Address 2
(Associated) Broker or Dealer None Street Address 1 1331 NW Lovejoy Suite 720 City S Portland	(Associated) Broker or Dealer CRD Number Street Address 2 tate/Province/Country ZIP/Postal Code
(Associated) Broker or Dealer None Street Address 1 1331 NW Lovejoy Suite 720 City S Portland State(s) of Solicitation All States	(Associated) Broker or Dealer CRD Number Street Address 2 tate/Province/Country ZIP/Postal Code OREGON 97209-2897
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IOWA			
LOUISIANA			
MARYLAND			
MASSACHUSETTS	5		
MICHIGAN			
MINNESOTA			
MISSISSIPPI			
NEVADA			
NEW			
HAMPSHIRE			
NEW JERSEY			
NEW MEXICO			
NEW YORK			
NORTH CAROLINA			
NORTH DAKOTA			
ОНІО			
OKLAHOMA			
OREGON			
PENNSYLVANIA			
SOUTH DAKOTA			
TEXAS			
UTAH			
VIRGINIA			
WASHINGTON			
WISCONSIN			
	1		
12 Offering a	and Sales Amounts		
13. Offering a	ind Sales Amounts		
Total Offering Amoun	1 \$ 10010000	USD	☐ Indefinite
		-1 -1	_ intermite
Total Amount Sold	\$ 3207260	USD	
Total Remaining to be Sold	\$ 6802740	USD	☐ Indefinite
Cl. 'C. '. CD	(40 M)		
Clarification of Respon	nse (II Necessary)		
1.4 Investors			
14. Investors			

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,

Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

56

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$ 1301300	USD	Estimate
Finders' Fees	\$ 0	USD	Estimate

Clarification of Response (if Necessary)

Represents a 10% cash fee and a 3% non-accountable, administrative fee on gross proceeds assuming the offering is fully sold, plus a warrant to purchase appx 3,465,000 common shares. In addition, a 6% cash fee applies to exercises of investor warrants.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 650000 USD

Estimate

Clarification of Response (if Necessary)

Represents compensation paid or payable to directors and executive officers in the ordinary course of business.

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 this notice is filed.
- 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	Michael D. Mulholland	Michael D. Mulholland	Chief Financial Officer, Treasurer and Secretary	2013-09-25