

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Caracciolo Anthony			2. Issuer Name and Ticker or Trading Symbol CYTODYN INC [CYDY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director ____ Officer (give title below) <input type="checkbox"/> 10% Owner ____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2015					
1111 MAIN STREET, SUITE 660			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)	VANCOUVER, WA 98660							
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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

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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$ 2.9	12/21/2015		D(1)			11,543	(2)	05/21/2017	Common Stock	11,543	(1)	0	D	
Stock Options (right to buy)	\$ 2.9	12/21/2015		A(1)		11,543		(2)	05/21/2022	Common Stock	11,543	(1)	11,543	D	
Stock Options (right to buy)	\$ 1.55	12/21/2015		D(1)		25,000		(2)	06/01/2017	Common Stock	25,000	(1)	0	D	
Stock Options (right to buy)	\$ 1.55	12/21/2015		A(1)		25,000		(2)	06/01/2022	Common Stock	25,000	(1)	25,000	D	
Stock Options (right to buy)	\$ 0.975	12/21/2015		D(1)		50,000		(3)	06/01/2020	Common Stock	50,000	(1)	0	D	
Stock Options (right to buy)	\$ 0.975	12/21/2015		A(1)		50,000		(3)	06/01/2025	Common Stock	50,000	(1)	50,000	D	
Stock Options (right to buy)	\$ 0.97	12/21/2015		D(1)		250,000		(2)	06/11/2020	Common Stock	250,000	(1)	0	D	
Stock Options (right to buy)	\$ 0.97	12/21/2015		A(1)		250,000		(2)	06/11/2025	Common Stock	250,000	(1)	250,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caracciolo Anthony 1111 MAIN STREET, SUITE 660	X			

## Signatures

/s/ Michael D. Mulholland, as attorney-in-fact <small>Signature of Reporting Person</small>		12/23/2015 <small>Date</small>
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## 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).

The reported transactions involve the amendment of certain outstanding options to extend the expiration date of each by a period of five years, resulting in (for purposes of Section 16 of the Exchange Act of 1934, as amended) the deemed cancellation of the "old" option and the grant of a replacement option. There have been no changes in the exercise prices of such options, which were all at or above the closing sale price of the issuer's common stock as of the date of the reported transactions.

(1) Such options were fully vested and exercisable as of the date of the reported transactions.

(2) Such options were originally granted on June 1, 2015 and provide for vesting in four equal quarterly installments commencing on September 1, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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