

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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 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 <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) 1111 MAIN STREET, SUITE 660			3. Date of Earliest Transaction (Month/Day/Year) 11/16/2018					
(Street) VANCOUVER, WA 98660			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		
(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			
Common Stock	11/16/2018		D		2,093,972	D	(1) (2)	0	I	By Caracciolo Family Trust
Common Stock	11/16/2018		D		200,000	D	(1) (2)	0	I	By Caracciolo Group LLC (3)
Common Stock	11/16/2018		D		26,000	D	(1) (2)	0	I	By Spouse
Common Stock	11/16/2018		D		62,136	D	(1) (2)	0	D	

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)	\$ 0.64	11/16/2018		D		100,000		05/29/2014	05/29/2019	Common Stock	100,000	(1) (2)	0	D	
Stock Options (right to buy)	\$ 0.66	11/16/2018		D		50,000		06/01/2015	06/01/2019	Common Stock	50,000	(1) (2)	0	D	
Stock Options (right to buy)	\$ 2.9	11/16/2018		D		11,543		05/21/2013	05/21/2022	Common Stock	11,543	(1) (2)	0	D	
Stock Options (right to buy)	\$ 1.55	11/16/2018		D		25,000		06/01/2013	06/01/2022	Common Stock	25,000	(1) (2)	0	D	
Stock Options (right to buy)	\$ 0.975	11/16/2018		D		50,000		09/01/2016	06/01/2025	Common Stock	50,000	(1) (2)	0	D	
Stock Options (right to buy)	\$ 0.97	11/16/2018		D		250,000		06/11/2015	06/11/2025	Common Stock	250,000	(1) (2)	0	D	
Stock Options (right to buy)	\$ 1.09	11/16/2018		D		50,000		06/01/2017	06/01/2026	Common Stock	50,000	(1) (2)	0	D	

Buy Stock Options (right to buy)	\$ 0.76	11/16/2018		D		550,000	(4)	02/12/2027	Common Stock	550,000	(1) (2)	0	D	
Stock Options (right to buy)	\$ 0.76	11/16/2018		D		450,000	(5)	02/12/2027	Common Stock	450,000	(1) (2)	0	D	
Stock Options (right to buy)	\$ 0.56	11/16/2018		D		128,530		02/07/2018 02/07/2028	Common Stock	128,530	(1) (2)	0	D	
Stock Options (right to buy)	\$ 0.8	11/16/2018		D		50,000		02/15/2018 02/15/2028	Common Stock	50,000	(1) (2)	0	D	
Stock Options (right to buy)	\$ 0.49	11/16/2018		D		950,000	(6)	06/08/2028	Common Stock	950,000	(1) (2)	0	D	
Warrants (right to buy)	\$ 0.75	11/16/2018		D		1,333,334		01/31/2018 01/31/2023	Common Stock	1,333,334	(1) (2)	0	I	By Caracciolo Family Trust
Warrants (right to buy)	\$ 0.75	11/16/2018		D		666,666		01/31/2018 05/31/2022	Common Stock	666,666	(1) (2)	0	I	By Caracciolo Family Trust
Warrants (right to buy)	\$ 0.75	11/16/2018		D		200,000		11/08/2017 11/08/2022	Common Stock	200,000	(1) (2)	0	I	By Caracciolo Group LLC (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caracciolo Anthony 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660	X			

## Signatures

/s/ Michael D. Mulholland, as attorney-in-fact		11/16/2018
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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.
- In connection with the transactions consummated on November 16, 2018, immediately after the effective time of the Holding Company Reorganization, New CytoDyn issued to ProstaGene,
- (2) 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).
- (3) The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- (4) The options vest in equal monthly installments over the two-year period commencing on March 12, 2017.
- (5) The options vest upon the achievement of certain strategic milestones specified in the award agreement.
- (6) The options vest in equal monthly installments over the two-year period commencing on July 8, 2018.

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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