FORM D

Notice of Exempt Offering of Securities

1 Issuar's Identity

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: August 31, 2015
Estimated Average burden hours per response: 4.0

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

• Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer			
CYTODYN INC			
Street Address 1		Street Address 2	
1111 MAIN STREET, SUITE 66	50		
City	State/Province/Countr	y ZIP/Postal Code	Phone No. of Issuer
VANCOUVER	WASHINGTON	98660	360-980-8524

3. Related Persons

Last Name	First Name	Middle Name
Pourhassan	Nadar	Z.
Street Address 1	Street Addres	is 2
1111 Main Street, Suite 660		
City	State/Province/Country	ZIP/Postal Code
Vancouver	WASHINGTON	98660
Relationship: Execut	ive Officer 🔽 Director	Promoter
Clarification of Response (if Necessary	()	
Last Name	First Name	Middle Name
Mulholland	Michael	D.
Street Address 1	Street Addres	s 2
1111 Main Street, Suite 660		
City	State/Province/Country	ZIP/Postal Code
Vancouver	WASHINGTON	98660

Relationship:	Executive Officer	Director	Promoter
<u>-</u>			

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name			
Naydenov	Jordan	G.			
Street Address 1	Street Address 2				
1111 Main Street, Suite 660					
City	State/Province/Country	ZIP/Postal Code			
Vancouver	WASHINGTON	98660			
Relationship: 🔲 Execut	ive Officer 🔽 Director	Promoter			
Clarification of Response (if Necessary	<i>v</i>)				
Last Name	First Name	Middle Name			
Caracciolo	Anthony	D.			
Street Address 1	Street Address 2	1			
1111 Main Street, Suite 660					
City	State/Province/Country	ZIP/Postal Code			
Vancouver	WASHINGTON	98660			
Relationship: 🔲 Execut	ive Officer 🔽 Director	Promoter			
Clarification of Response (if Necessary	v)				
Last Name	First Name	Middle Name			
Gould	Gregory	A.			
Street Address 1	Street Address 2	2 X•			
Street Address 1 Street Address 2 1111 Main Street, Suite 660					
	State/Province/Country	7ID/Dostal Cada			
City	State/Province/Country WASHINGTON	ZIP/Postal Code			
Vancouver	WASHINGTON	98000			
Deletionalian E		Duranter .			
Relationship: Execut	ive Officer Director	Promoter			
Clarification of Response (if Necessary	<i>v</i>)				
Last Name	First Name	Middle Name			
Nobel	S. Michael				
Street Address 1	Street Address 2	2			
1111 Main Street, Suite 660					
City	State/Province/Country	ZIP/Postal Code			
Vancouver	WASHINGTON	98660			
p	<u> </u>	۵ <u>الــــــــــــــــــــــــــــــــــــ</u>			
Relationship: 🔲 Execut	ive Officer 🔽 Director	Promoter			

Clarification of Response (if Necessary)

Last Name		First Name		Middle Name		
Montgomery		Alan		Bruce		
Street Address 1	Street Address 1		Street Address 2			
1111 Main Street, Sui	ite 660					
City		State/Province/Country		ZIP/Pos	tal Code	•
Vancouver		WASHINGTO	N	98660		
Relationship:	Executi	ve Officer	Director		Promoter	
Clarification of Response	(if Necessary))				
						ı
Last Name		First Name		Middle	Name	
Dockery		Carl		C.		
Street Address 1			Street Address 2			
1111 Main Street, Sui	ite 660					
City		State/Province/Country		ZIP/Postal Code		-
Vancouver		WASHINGTON		98660		
Relationship:	Executi	ve Officer	Director		Promoter	
Clarification of Response	(if Necessary))				
						ı
Last Name		First Name		Middle	Name	
Burger		Denis		R.		
Street Address 1			Street Address 2			
1111 Main Street, Sui	ite 660					
City Stat		State/Province/C	Country	ZIP/Pos	tal Code	•
Vancouver		WASHINGTO	N	98660		
5						
Relationship:	Executi	Executive Officer Director			Promoter	
Clarification of Response	(if Necessary)		'		
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4. Industry Group

C Agriculture

Banking & Financial Services

- C Commercial Banking
- C Insurance
- C Investing
- C Investment Banking
- C Pooled Investment Fund

Other Banking & Financial C Services

C Business Services

Energy

Health Care Biotechnology

- C Health Insurance
- C Hospitals & Physicians
- **C** Pharmaceuticals
- C Other Health Care

C Manufacturing

Real Estate

C Commercial

^C Retailing

C Restaurants

Technology

- C Computers
- **C** Telecommunications
- C Other Technology

Travel

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

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

- C Construction
- C REITS & Finance
- C Residential
- inance O Other

C Other Travel

C Other Real Estate

Reve	nue Range	Aggro	egate Net Asset Value Range
0	No Revenues	С	No Aggregate Net Asset Value
O	\$1 - \$1,000,000	С	\$1 - \$5,000,000
0	\$1,000,001 - \$5,000,000	С	\$5,000,001 - \$25,000,000
0	\$5,000,001 - \$25,000,000	0	\$25,000,001 - \$50,000,000
0	\$25,000,001 - \$100,000,000	0	\$50,000,001 - \$100,000,000
C	Over \$100,000,000	0	Over \$100,000,000
•	Decline to Disclose	0	Decline to Disclose
0	Not Applicable	C	Not Applicable

6. F	6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)					
	Rule 504(b)(1) (not (i), (ii) or (iii))		Rule 505			
	Rule 504 (b)(1)(i)		Rule 506(b)			
	Rule 504 (b)(1)(ii)		Rule 506(c)			
	Rule 504 (b)(1)(iii)		Securities Act Section 4(a)(5)			
		Investment Company Act Section 3(c)				

7. Type of Filing

✓ New Notice Date of First Sale

2015-04-30

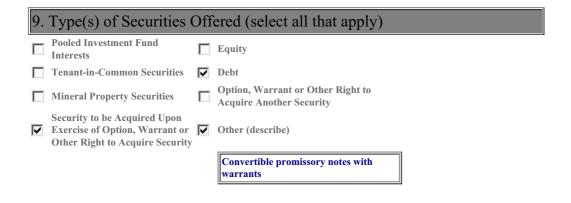
First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

C Yes O No



10. Business Combination Transaction

Is this offering being made in connection with a be transaction, such as a merger, acquisition or excha	
Clarification of Response (if Necessary)	
11. Minimum Investment	
Minimum investment accepted from any outside investor	\$ 0 USD
investor	
12. Sales Compensation	
Recipient	Recipient CRD Number
Paulson Investment Company, LLC	5670
(Associated) Broker or Dealer 🔽 None	(Associated) Broker or Dealer CRD None
Street Address 1	Street Address 2
1001 SW 5TH AVE. #1460	
City	State/Province/Country ZIP/Postal Code
PORTLAND	OREGON 97204
State(s) of Solicitation 🔽 All States	Foreign/Non-US

13. Offering and Sales Amounts

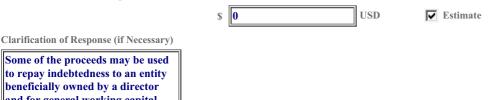
Total O	ffering Amount	\$ 4000000	USD	Indefinite	
Total A	mount Sold	\$ 3281050	USD		
Total R Sold	emaining to be	\$ 718950	USD	□ Indefinite	
Clarific	ation of Response	e (if Necessary)			
14. In	nvestors				
_		ies in the offering have been on a second term of the second term of t	or may b	e sold to persons who	
	Number of such offering	h non-accredited investors wh	ho alread	y have invested in the	
	Regardless of w	whether securities in the offer	ing have	been or may be sold to	54
	*	o not qualify as accredited inv o already have invested in the	/		
1 5 0	1 0	· · · · · · · · · · · · · · · · · · ·	T	7	
15.8	ales Comm	nissions & Finders'	rees I	Expenses	
	x v	mounts of sales commissions		A 7 V	If the amount of an
expendi	ture is not known	n, provide an estimate and ch	eck the b	ox next to the amount.	

Sales Commissions \$	425000	USD	Estimate		
Finders' Fees \$	0	USD	Estimate		
Clarification of Response (if Necessary)					

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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.



Signature and Submission

Some of the proceeds may be used to repay indebtedness to an entity beneficially owned by a director and for general working capital purposes which may include the payment of salaries and other fees

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

to those listed in Item 3.

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, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

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	/s/ Michael D. Mulholland	Wichael D.	Chief Financial Officer, Treasurer and Secretary	2015-05-14