

FORM D
Notice of Exempt Offering of Securities

**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. Issuer's Identity

CIK (Filer ID Number) 0001175680	Previous Name(s) <input type="checkbox"/> None RexRay Corporation	Entity Type <input checked="" type="radio"/> Corporation <input type="radio"/> Limited Partnership <input type="radio"/> Limited Liability Company <input type="radio"/> General Partnership <input type="radio"/> Business Trust <input type="radio"/> Other
Name of Issuer CYTODYN INC	REXRAY CORP	
Jurisdiction of Incorporation/Organization COLORADO		
Year of Incorporation/Organization <input checked="" type="radio"/> Over Five Years Ago <input type="radio"/> Within Last Five Years (Specify Year) <input type="text"/> <input type="radio"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer CYTODYN INC			
Street Address 1 1111 MAIN STREET, SUITE 660		Street Address 2	
City VANCOUVER	State/Province/Country WASHINGTON	ZIP/Postal Code 98660	Phone No. of Issuer 360-980-8524

3. Related Persons

Last Name Pourhassan	First Name Nadar	Middle Name Z.
Street Address 1 1111 Main Street, Suite 660		Street Address 2
City Vancouver	State/Province/Country WASHINGTON	ZIP/Postal Code 98660
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary)

Last Name Mulholland	First Name Michael	Middle Name D.
Street Address 1 1111 Main Street, Suite 660		Street Address 2
City Vancouver	State/Province/Country WASHINGTON	ZIP/Postal Code 98660

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<input type="text" value="Naydenov"/>	<input type="text" value="Jordan"/>	<input type="text" value="G."/>

Street Address 1	Street Address 2
<input type="text" value="1111 Main Street, Suite 660"/>	<input type="text"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Vancouver"/>	<input type="text" value="WASHINGTON"/>	<input type="text" value="98660"/>

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<input type="text" value="Caracciolo"/>	<input type="text" value="Anthony"/>	<input type="text" value="D."/>

Street Address 1	Street Address 2
<input type="text" value="1111 Main Street, Suite 660"/>	<input type="text"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Vancouver"/>	<input type="text" value="WASHINGTON"/>	<input type="text" value="98660"/>

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<input type="text" value="Gould"/>	<input type="text" value="Gregory"/>	<input type="text" value="A."/>

Street Address 1	Street Address 2
<input type="text" value="1111 Main Street, Suite 660"/>	<input type="text"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Vancouver"/>	<input type="text" value="WASHINGTON"/>	<input type="text" value="98660"/>

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<input type="text" value="Nobel"/>	<input type="text" value="S. Michael"/>	

Street Address 1	Street Address 2
<input type="text" value="1111 Main Street, Suite 660"/>	<input type="text"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Vancouver"/>	<input type="text" value="WASHINGTON"/>	<input type="text" value="98660"/>

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
Montgomery	Alan	Bruce	
Street Address 1		Street Address 2	
1111 Main Street, Suite 660			
City	State/Province/Country	ZIP/Postal Code	
Vancouver	WASHINGTON	98660	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
Dockery	Carl	C.	
Street Address 1		Street Address 2	
1111 Main Street, Suite 660			
City	State/Province/Country	ZIP/Postal Code	
Vancouver	WASHINGTON	98660	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
Burger	Denis	R.	
Street Address 1		Street Address 2	
1111 Main Street, Suite 660			
City	State/Province/Country	ZIP/Postal Code	
Vancouver	WASHINGTON	98660	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

4. Industry Group

- | | | |
|--|---|--|
| <ul style="list-style-type: none"> <input type="radio"/> Agriculture <input type="radio"/> Banking & Financial Services <ul style="list-style-type: none"> <input type="radio"/> Commercial Banking <input type="radio"/> Insurance <input type="radio"/> Investing <input type="radio"/> Investment Banking <input type="radio"/> Pooled Investment Fund <input type="radio"/> Other Banking & Financial Services <input type="radio"/> Business Services <input type="radio"/> Energy | <ul style="list-style-type: none"> <input type="radio"/> Health Care <ul style="list-style-type: none"> <input checked="" type="radio"/> Biotechnology <input type="radio"/> Health Insurance <input type="radio"/> Hospitals & Physicians <input type="radio"/> Pharmaceuticals <input type="radio"/> Other Health Care <input type="radio"/> Manufacturing <input type="radio"/> Real Estate <ul style="list-style-type: none"> <input type="radio"/> Commercial | <ul style="list-style-type: none"> <input type="radio"/> Retailing <input type="radio"/> Restaurants <input type="radio"/> Technology <ul style="list-style-type: none"> <input type="radio"/> Computers <input type="radio"/> Telecommunications <input type="radio"/> Other Technology <input type="radio"/> Travel <ul style="list-style-type: none"> <input type="radio"/> Airlines & Airports <input type="radio"/> Lodging & Conventions <input type="radio"/> Tourism & Travel Services |
|--|---|--|

- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas
- Other Energy
- Construction
- REITS & Finance
- Residential
- Other Real Estate
- Other Travel
- Other

5. Issuer Size

Revenue Range <input type="radio"/> No Revenues <input type="radio"/> \$1 - \$1,000,000 <input type="radio"/> \$1,000,001 - \$5,000,000 <input type="radio"/> \$5,000,001 - \$25,000,000 <input type="radio"/> \$25,000,001 - \$100,000,000 <input type="radio"/> Over \$100,000,000 <input checked="" type="radio"/> Decline to Disclose <input type="radio"/> Not Applicable	Aggregate Net Asset Value Range <input type="radio"/> No Aggregate Net Asset Value <input type="radio"/> \$1 - \$5,000,000 <input type="radio"/> \$5,000,001 - \$25,000,000 <input type="radio"/> \$25,000,001 - \$50,000,000 <input type="radio"/> \$50,000,001 - \$100,000,000 <input type="radio"/> Over \$100,000,000 <input type="radio"/> Decline to Disclose <input type="radio"/> Not Applicable
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6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/>	Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/>	Rule 505
<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/>	Rule 506(b)
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)
<input type="checkbox"/>		<input type="checkbox"/>	Investment Company Act Section 3(c)

7. Type of Filing

New Notice Date of First Sale First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

<input type="checkbox"/> Pooled Investment Fund Interests	<input checked="" type="checkbox"/> Equity
<input type="checkbox"/> Tenant-in-Common Securities	<input type="checkbox"/> Debt
<input type="checkbox"/> Mineral Property Securities	<input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient Recipient CRD Number None

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation All States Foreign/Non-US

13. Offering and Sales Amounts

Total Offering Amount \$ USD Indefinite

Total Amount Sold \$ USD

Total Remaining to be Sold \$ USD Indefinite

Clarification of Response (if Necessary)

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:

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 \$ USD Estimate

Finders' Fees \$ USD Estimate

Clarification of Response (if Necessary)

Assumes maximum offering sold by placement agent. Compensation to the placement agent also includes warrants to purchase up to approximately 5,200,000 common shares.

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.

\$ USD Estimate

Clarification of Response (if Necessary)

Some of the proceeds may be used for general working capital purposes which may include the payment of salaries and other fees to those listed in Item 3.

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, 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	Michael D. Mulholland	Chief Financial Officer, Treasurer and Secretary	2015-07-14