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| <b>FORM D</b>                           |
| Notice of Exempt Offering of Securities |

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

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| <b>OMB APPROVAL</b>                              |
| OMB Number: 3235-0076                            |
| Expires: August 31, 2015                         |
| Estimated Average burden hours per response: 4.0 |

**1. Issuer's Identity**

|   |   |   |
|---|---|---|
| CIK (Filer ID Number)                                       | Previous Name(s) <input type="checkbox"/> None  | Entity Type                                     |
| <input type="text" value="0001175680"/>                     | <input type="text" value="RexRay Corporation"/> | <input checked="" type="radio"/> Corporation    |
| Name of Issuer  | <input type="text" value="REXRAY CORP"/>        | <input type="radio"/> Limited Partnership       |
| <input type="text" value="CYTODYN INC"/>                    |   | <input type="radio"/> Limited Liability Company |
| Jurisdiction of Incorporation/Organization                  |   | <input type="radio"/> General Partnership       |
| <input type="text" value="DELAWARE"/>                       |   | <input type="radio"/> Business Trust            |
| Year of Incorporation/Organization                          |   | <input type="radio"/> Other                     |
| <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   |   |                                    |   |
| <input type="text" value="CYTODYN INC"/>                 |   |                                    |   |
| 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                    | Phone No. of Issuer                       |
| <input type="text" value="VANCOUVER"/>                   | <input type="text" value="WASHINGTON"/> | <input type="text" value="98660"/> | <input type="text" value="360-980-8524"/> |

**3. Related Persons**

|  |   |  |                                   |
|--|---|--|-----------------------------------|
| Last Name  | First Name  | Middle Name                                  |                                   |
| <input type="text" value="Pourhassan"/>                  | <input type="text" value="Nadar"/>                    | <input type="text" value="Z."/>              |                                   |
| 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 checked="" type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |

Clarification of Response (if Necessary)

|  |   |                                    |
|--|---|------------------------------------|
| Last Name  | First Name                              | Middle Name                        |
| <input type="text" value="Mulholland"/>                  | <input type="text" value="Michael"/>    | <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"/> |

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|                      |   |                                   |                                   |
|----------------------|---|-----------------------------------|-----------------------------------|
| <b>Relationship:</b> | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director | <input type="checkbox"/> Promoter |
|----------------------|---|-----------------------------------|-----------------------------------|

Clarification of Response (if Necessary)

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|                                       |                                     |                                 |
|---------------------------------------|-------------------------------------|---------------------------------|
| 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"/> |

|                      |  |  |                                   |
|----------------------|--|--|-----------------------------------|
| <b>Relationship:</b> | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |
|----------------------|--|--|-----------------------------------|

Clarification of Response (if Necessary)

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|   |                                      |                                 |
|---|--------------------------------------|---------------------------------|
| 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"/> |

|                      |  |  |                                   |
|----------------------|--|--|-----------------------------------|
| <b>Relationship:</b> | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |
|----------------------|--|--|-----------------------------------|

Clarification of Response (if Necessary)

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|                                    |                                      |                                 |
|------------------------------------|--------------------------------------|---------------------------------|
| 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"/> |

|                      |  |  |                                   |
|----------------------|--|--|-----------------------------------|
| <b>Relationship:</b> | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |
|----------------------|--|--|-----------------------------------|

Clarification of Response (if Necessary)

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|   |                                   |                                    |
|---|-----------------------------------|------------------------------------|
| Last Name                               | First Name                        | Middle Name                        |
| <input type="text" value="Montgomery"/> | <input type="text" value="Alan"/> | <input type="text" value="Bruce"/> |

|  |                      |
|--|----------------------|
| 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"/> |

|                      |  |  |                                   |
|----------------------|--|--|-----------------------------------|
| <b>Relationship:</b> | <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

- |   |   |  |
|---|---|--|
| <input type="radio"/> <b>Agriculture</b><br><input type="radio"/> <b>Banking &amp; Financial Services</b><br><input type="radio"/> Commercial Banking<br><input type="radio"/> Insurance<br><input type="radio"/> Investing<br><input type="radio"/> Investment Banking<br><input type="radio"/> Pooled Investment Fund<br><input type="radio"/> Other Banking & Financial Services<br><input type="radio"/> <b>Business Services</b><br><input type="radio"/> <b>Energy</b><br><input type="radio"/> Coal Mining<br><input type="radio"/> Electric Utilities<br><input type="radio"/> Energy Conservation<br><input type="radio"/> Environmental Services<br><input type="radio"/> Oil & Gas<br><input type="radio"/> Other Energy | <input type="radio"/> <b>Health Care</b><br><input checked="" type="radio"/> Biotechnology<br><input type="radio"/> Health Insurance<br><input type="radio"/> Hospitals & Physicians<br><input type="radio"/> Pharmaceuticals<br><input type="radio"/> Other Health Care<br><input type="radio"/> <b>Manufacturing</b><br><input type="radio"/> <b>Real Estate</b><br><input type="radio"/> Commercial<br><input type="radio"/> Construction<br><input type="radio"/> REITS & Finance<br><input type="radio"/> Residential<br><input type="radio"/> Other Real Estate | <input type="radio"/> <b>Retailing</b><br><input type="radio"/> <b>Restaurants</b><br><input type="radio"/> <b>Technology</b><br><input type="radio"/> Computers<br><input type="radio"/> Telecommunications<br><input type="radio"/> Other Technology<br><input type="radio"/> <b>Travel</b><br><input type="radio"/> Airlines & Airports<br><input type="radio"/> Lodging & Conventions<br><input type="radio"/> Tourism & Travel Services<br><input type="radio"/> Other Travel<br><input type="radio"/> <b>Other</b> |
|---|---|--|

#### 5. Issuer Size

- |  |   |
|--|---|
| <b>Revenue Range</b><br><input type="radio"/> No Revenues<br><input type="radio"/> \$1 - \$1,000,000 | <b>Aggregate Net Asset Value Range</b><br><input type="radio"/> No Aggregate Net Asset Value<br><input type="radio"/> \$1 - \$5,000,000 |
|--|---|

- |  |  |
|--|--|
| <input type="radio"/> \$1,000,001 - \$5,000,000      | <input type="radio"/> \$5,000,001 - \$25,000,000   |
| <input type="radio"/> \$5,000,001 - \$25,000,000     | <input type="radio"/> \$25,000,001 - \$50,000,000  |
| <input type="radio"/> \$25,000,001 - \$100,000,000   | <input type="radio"/> \$50,000,001 - \$100,000,000 |
| <input type="radio"/> Over \$100,000,000             | <input type="radio"/> Over \$100,000,000           |
| <input checked="" type="radio"/> Decline to Disclose | <input type="radio"/> Decline to Disclose          |
| <input type="radio"/> Not Applicable                 | <input type="radio"/> Not Applicable               |

### 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)

- Pooled Investment Fund Interests       Equity
- Tenant-in-Common Securities       Debt
- Mineral Property Securities       Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security       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

|   |   |                 |
|---|---|-----------------|
| <b>Paulson Investment Company, LLC</b>  |   | <b>5670</b>     |
| (Associated) Broker or Dealer <input checked="" type="checkbox"/> None  | (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None |                 |
| <input type="text"/>  | <input type="text"/>  |                 |
| Street Address 1  | Street Address 2  |                 |
| <b>566 WEST ADAMS STREET</b>  | <b>SUITE 750</b>  |                 |
| City  | State/Province/Country  | ZIP/Postal Code |
| <b>CHICAGO</b>  | <b>ILLINOIS</b>   | <b>60661</b>    |
| State(s) of Solicitation <input checked="" type="checkbox"/> All States <input type="checkbox"/> 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)

**Conversion of indebtedness in exchange for common stock and amended warrants.**

### 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)

### 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)

## 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 | 2015-10-05 |