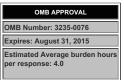
FORM D

Notice of Exempt Offering of Securities

• Yet to Be Formed

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



1. Issuer's Identity		
CIK (Filer ID Number)	Previous Name(s) None	Entity Type
0001175680	RexRay CORP	Corporation
Name of Issuer	RexRay Corporation	C Limited Partnership
CYTODYN INC	REXRAY CORP	C Limited Liability Company
Jurisdiction of Incorporation/Organization		C General Partnership
DELAWARE		C Business Trust
Year of Incorporation/Organization	1	C Other
 Over Five Years Ago 		L
© Within Last Five Years (Specify Year)		

2. Principal Place of Business and Contact Information

Name of Issuer				
CYTODYN INC				
Street Address 1		Stree	et Address 2	
1111 MAIN STREET, SUITE 66	0			
City	State/Province/Countr	у	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 1111 Main Street, Suite 660	Street Address 2	2
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 Address 2	
1111 Main Street, Suite 660		
City	State/Province/Country	ZIP/Postal Code
Vancouver	WASHINGTON	98660
Relationship: 🔽 Execut	tive Officer Director	Promoter

Last Name		First Name		Middle Name	
Naydenov		Jordan		G.	
Street Address 1	11 660]	Street Address 2]
1111 Main Street, Su	iite 660				
City	1	State/Province/		ZIP/Postal Co	de]
Vancouver		WASHINGTO	DN	98660	
			B b : (
Relationship:	Execut	ive Officer	Director		Promoter
Clarification of Respons	e (if Necessary)			
Last Name		First Name		Middle Name	
Caracciolo		Anthony		D .]
Street Address 1			Street Address 2		
1111 Main Street, Su	uite 660				
City		State/Province/	Country	ZIP/Postal Co	de
Vancouver		WASHINGTO	-	98660	
<u></u>					
Relationship:	Execut	ive Officer	Director	Г	Promoter
	A Antena		Director	1	
Clarification of Respons	e (if Necessary)			
Last Name		First Name		Middle Name	
Gould		Gregory		Α.	
Street Address 1			Street Address 2		
1111 Main Street, Su	ite 660				
City		State/Province/	Country	ZIP/Postal Co	de
Vancouver		WASHINGTO	DN	98660	
Relationship:	Execut	ive Officer	Director		Promoter
Clarification of Dospons	o (if Nococcow				
Clarification of Respons	e (ii ivecessary	1			
Last Name		First Name		Middle Name	
]	Alan		-]
Montgomery		Alall	<u></u>	Bruce	
Street Address 1		1	Street Address 2		
1111 Main Street, Su	1ite 660				
City		State/Province/		ZIP/Postal Co	de
Vancouver]	WASHINGTO	DN	98660	
			·····		
Relationship:	Execut	ive Officer	Director		Promoter
Clarification of Respons	e (if Necessarv	.)			
		,			
Last Name		First Name		Middle Name	
Dockery]	Carl			
I DUCKEI Y		Carr		C .	

Street Address 1

Street Address 2

1111 Main Street, Suite 660			
City Vancouver	State/Province/		ZIP/Postal Code 98660
Relationship:	ive Officer	Director	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	WASHINGTO	DN	98660
Relationship:	ive Officer	Director	Promoter

Clarification of Response (if Necessary)

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

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

5. Issuer Size

Revenue Range

- C No Revenues
- C \$1 - \$1,000,000
- C \$1,000,001 - \$5,000,000
- C \$5,000,001 - \$25,000,000
- 0 \$25,000,001 - \$100,000,000
- C Over \$100,000,000
- **Decline to Disclose**
- C Not Applicable

Health Care

Biotechnology

C Manufacturing

Real Estate

C

C

C Commercial

C Residential

Construction

C Other Real Estate

REITS & Finance

- C Health Insurance
- C Hospitals & Physicians
- C Pharmaceuticals
- C Other Health Care
- Travel
- C Airlines & Airports

0

Aggregate Net Asset Value Range

- C No Aggregate Net Asset Value
- \$1 \$5,000,000 0
 - \$5,000,001 \$25,000,000
- C \$25,000,001 - \$50,000,000
- \$50,000,001 \$100,000,000 0
- 0 Over \$100,000,000
- C **Decline to Disclose**
- C Not Applicable

C Retailing

C Restaurants

Technology

- C Computers
- C Telecommunications
- C Other Technology

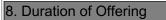
- C Lodging & Conventions
- C Tourism & Travel Services
- C Other Travel
- C Other

6.	Federal	Exemption(s)	and Exclusion	n(s) Claime	ed (select a	ll that
ар	oply)					

	Rule 504(b)(1) (not (i), (ii) or (iii))	C Rule 505
Π	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 Fil	ling		
Γ	New Notice	Date of First Sale	2015-06-30	First Sale Yet to Occur

Amendment



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

О	Yes	\odot	No

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

Γ	Pooled Investment Fund Interests	•	Equity
Г	Tenant-in-Common Securities	\Box	Debt
Γ	Mineral Property Securities	•	Option, Warrant or Other Right to Acquire Another Security
Γ	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Г	Other (describe)

10. Business Combination Transaction
Is this offering being made in connection with a business combination O Yes O No transaction, such as a merger, acquisition or exchange offer?
Clarification of Response (if Necessary)
11. Minimum Investment
Minimum investment accepted from any outside \$ 0 USD
investor
12. Sales Compensation
Recipient CRD Number 🔲 None
Paulson Investment Company, LLC 5670
(Associated) Broker or Dealer Vone (Associated) Broker or Dealer CRD None Number
(Associated) Broker of Dealer IV None None IV None
(Associated) Broker of Dealer IV None None IV None
(Associated) Broker or Dealer V None Number
(Associated) Broker or Dealer Image: None Number Image: None Street Address 1 Street Address 2
(Associated) Broker or Dealer Image: None Number Image: None Street Address 1 Street Address 2 566 WEST ADAMS STREET SUITE 750

13. Offering and Sales Amounts

Total Offering Amount \$ 33268465 USD 🗆 Indefinite					
Total Amount Sold \$ 33268465 USD					
Total Remaining to be \$ 0 III USD III 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					
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.					
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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 \$ 3598460 USD Estimate Finders' Fees \$ 0 USD Estimate Clarification of Response (if Necessary) Placement agent also received warrants to purchase up to 4,797,932 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.					
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 \$ 3598460 USD Estimate Finders' Fees \$ 0 USD Estimate Clarification of Response (if Necessary) Placement agent also received warrants to purchase up to 4,797,932 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.					

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	2016-02-23