

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

		ps. 156ps.1651 116
4 1 1 1 1 1 11		
1. Issuer's Identity		
CIK (Filer ID Number)	Previous Name(s)	None Entity Type
0001175680	RexRay Corporation	Corporation
Name of Issuer	CYTODYN INC	C Limited Partnership
CytoDyn Inc.	REXRAY CORP	C Limited Liability Company
Jurisdiction of Incorporation/Organization		C General Partnership
DELAWARE		General Fartnership
Year of Incorporation/Organ	ization	Dusiness 11 ust
© Over Five Years Ago		Other
Within Last Five Years		
(Specify Year) C Yet to Be Formed		
10000 5010111100		
2. Principal Place o	f Business and Con	tact Information
Name of Issuer		
CytoDyn Inc.		
Street Address 1	Street	t Address 2
1111 MAIN STREET, SUITE	660	
City	State/Province/Country	ZIP/Postal Code Phone No. of Issuer
VANCOUVER	WASHINGTON	98660 360-980-8524
3. Related Persons		
o. Related Fersons		
Last Name	First Name	Middle Name
Pourhassan	Nadar	Z.
Street Address 1	Street	t Address 2
1111 Main Street, Suite 660		
City	State/Province/Country	ZIP/Postal Code
Vancouver	WASHINGTON	98660
Relationship:	Executive Officer Di	rector Promoter
Clarification of Response (if Nec	essary)	
Last Name	First Name	Middle Name
Mulholland	Michael	D.
Street Address 1	Street	t Address 2
1111 Main Street, Suite 660		
City	State/Province/Country	ZIP/Postal Code

WASHINGTON

Vancouver

98660

Relationship:	Execut	ive Officer	☐ Director		Promoter	
Clarification of Response (if Necessary)						
Last Name		First Name		Middle N	Vame	
Naydenov		Jordan		G.		
Street Address 1] [Street Address 2	<u> </u>		
1111 Main Street, Su	ite 660					
City		State/Province/Country ZIP/P			al Code	
Vancouver		WASHINGTO	ON	98660		
Relationship:	Execut	tive Officer	☑ Director		Promoter	
Clarification of Response		v)	(Access)			
Clai incation of Response	(II Iveeessai)	y)				
Last Name		First Name		Middle N	Name	
Caracciolo		Anthony		D.		
Street Address 1			Street Address 2			
1111 Main Street, Sui	ite 660					
City		State/Province/	Country	ZIP/Postal Code		
Vancouver		WASHINGTO	ON	98660		
	1		1			
Relationship:	Execut	tive Officer	☑ Director		Promoter	
Clarification of Response Last Name	e (if Necessar	First Name		Middle N	Vame	
Gould		Gregory		A.		
Street Address 1			Street Address 2			 1
1111 Main Street, Sui	ite 660					
City		State/Province/Country		ZIP/Postal Code		
Vancouver		WASHINGTO	DN	98660		
Relationship:	Execut	tive Officer	✓ Director		Promoter	
Clarification of Response (if Necessary)						
Clarification of Response						
Clarification of Response						
Clarification of Response						
Clarification of Response Last Name		First Name		Middle N	Vame	
		First Name		Middle M	Vame	
Last Name		1	Street Address 2	Bruce	vame	
Last Name Montgomery	ite 660	1	Street Address 2	Bruce	Name	
Last Name Montgomery Street Address 1	ite 660	1		Bruce		
Last Name Montgomery Street Address 1 1111 Main Street, Sui	ite 660	Alan	Country	Bruce		
Last Name Montgomery Street Address 1 1111 Main Street, Sui		Alan State/Province/	Country	Bruce ZIP/Post		

Dockery	Carl		C.
Street Address 1	[L	Street Address 2	
1111 Main Street, Suite	e 660	Street Address 2	-
City	State/Province	Country	ZIP/Postal Code
Vancouver	WASHINGT		98660
vancouver	WASHINGT		70000
Relationship:	Executive Officer	☑ Director	Promoter
Clarification of Response (i	if Necessary)		
Last Name	First Name		Middle Name
Burger	Denis		R.
Street Address 1	Denis	Street Address 2	
	2 660	Street Address 2	
1111 Main Street, Suite		/C t	ZID/D4-1 C 1
City	State/Province		ZIP/Postal Code
Vancouver	WASHINGT	UN	98660
Dalastana i	F	E Div. (F n
Relationship:	Executive Officer	Director	Promoter
4. Industry Grou			
-	Health C		○ Retailing
-	Health C	Care technology alth Insurance	C Retailing C Restaurants
C Agriculture	Health C Bio C Hea	technology	Retaining
Agriculture Banking & Financial S C Commercial Banki C Insurance	Health C Bio C Hea T Health C Bio Hea C Hea Health C	technology alth Insurance	C Restaurants Technology
Agriculture Banking & Financial S Commercial Banki C Insurance C Investing	Health C Bio Bio Health C Bio Health C Pha C Oth	technology alth Insurance spitals & Physicians	C Restaurants
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C	\$1,000,001 - \$5,000,000		C	\$5,000,001 - \$25,000,000	
C	\$5,000,001 - \$25,000,000		C	\$25,000,001 - \$50,000,000	
C	\$25,000,001 - \$100,000,000		C	\$50,000,001 - \$100,000,000	
C	Over \$100,000,000		C	Over \$100,000,000	
•	Decline to Disclose		C	Decline to Disclose	
C	Not Applicable		C	Not Applicable	
	Federal Exemption(soly)	s) and Exclu	usion	(s) Claimed (selec	ct all that
П	Rule 504(b)(1) (not (i), (ii) or (iii))	□ Rule 50	5		
П	Rule 504 (b)(1)(i)	₹ Rule 506	5(b)		
П	Rule 504 (b)(1)(ii)	Rule 50			
П	Rule 504 (b)(1)(iii)			ection 4(a)(5)	
		Investin	Tent Con	npany Act Section 3(c)	
7 -	Type of Filing				
	New Notice Date of First Sa	2016-04-2	6	First Sale Yet to	Occur
	Amendment				
8 I	Duration of Offering				
<u>'</u>				O voc O ,	
Does	the Issuer intend this offering to	last more than one	year?	Yes O	No
9. 7	Type(s) of Securities	offered (se	elect	all that apply)	
	Pooled Investment Fund	▽ Equity			
70.00	Interests Tenant-in-Common Securities	☐ Debt			
	Mineral Property Securities	Option, Warra			
	Security to be Acquired Upon	Acquire Anoth	ier Secu	rity	
	Exercise of Option, Warrant or Other Right to Acquire Security	Other (describ	oe)		
	other ragne to require security				
10.	Business Combina	tion Transac	ction		
	s offering being made in connecti action, such as a merger, acquisit			tion C Yes O No	
Clari	fication of Response (if Necessary	7)			
11.	Minimum Investme	nt			
	mum investment accepted from a	ny outside \$ 0		USD	
inves	lUI	<u>L</u>			
12.	Sales Compensation	n			
Recij	·		Recipie	nt CRD Number	None
	-		1		

	ated) Broker or Dealer None (Associated) Broker or Dealer CRD	None
	Number Number	
Street	Address 1 Street Address 2	
_	VEST ADAMS STREET SUITE 750	
City	State/Province/Country ZIP/Po	stal Code
CHI	CAGO ILLINOIS 6066	1
state(s)	of Solicitation All States Foreign/Non-US	
13. (Offering and Sales Amounts	
	offering Amount \$ 10000000 USD Indefinite	
	mount Sold \$ 4301500 USD	
Fotal R Sold	emaining to be \$\sum_{6698500}\$ USD \square\$\square\$ Indefinite	
Clarific	ration of Response (if Necessary)	
14.	nvestors	
	Select if securities in the offering have been or may be sold to persons who	
П	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 (of investors who already have invested in the offering:	
15. \$		
Provide	of investors who already have invested in the offering: Sales Commissions & Finders' Fees Expenses e separately the amounts of sales commissions and finders' fees expenses, if any. If the amount	of an
Provide	Sales Commissions & Finders' Fees Expenses esparately the amounts of sales commissions and finders' fees expenses, if any. If the amount iture is not known, provide an estimate and check the box next to the amount.	of an
Provide	Sales Commissions & Finders' Fees Expenses e separately the amounts of sales commissions and finders' fees expenses, if any. If the amount iture is not known, provide an estimate and check the box next to the amount. Sales Commissions \$ 196665 USD	of an
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Provide Provid	Sales Commissions & Finders' Fees Expenses e separately the amounts of sales commissions and finders' fees expenses, if any. If the amount iture is not known, provide an estimate and check the box next to the amount. Sales Commissions \$ 196665 USD Estimate Finders' Fees \$ 0 USD Estimate ration of Response (if Necessary) ment Agent also received warrants to purchase up to 132,050 common shares. Use of Proceeds e the amount of the gross proceeds of the offering that has been or is proposed to be used for pathe persons required to be named as executive officers, directors or promoters in response to It mount is unknown, provide an estimate and check the box next to the amount.	nyments to
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payment of salaries and other fees

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		Michael D. Mulholland	Chief Financial Officer, Treasurer and Secretary	2016-05-11