

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 8, 2011**

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**CytoDyn Inc.**

(Exact name of registrant as specified in its charter)

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**Colorado**  
(State or other jurisdiction  
of incorporation)

**000-49908**  
(Commission  
File Number)

**75-3056237**  
(IRS Employer  
Identification No.)

**1511 Third Street, Santa Fe, New Mexico 87505**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (505) 988-5520**

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(c)(1) On April 8, 2011, the board of directors (the "Board") of CytoDyn Inc. (the "Company") appointed Andrew T. Libby, Jr. to fill the vacancy of the Company's Chief Financial Officer and to serve as Corporate Secretary.

(2) Mr. Libby, age 62, has served, and will continue to serve, as the Senior Vice-President and Chief Financial Officer of the Tampa Housing Authority ("THA") since February 2007 (he also served THA in the same capacity from September 2003 to April 2005). From April 2005 until his return to THA in 2007, Mr. Libby was the President of Financial Management Consultants, Inc., a consulting firm specializing in accounting, financial consulting and strategic planning for rapid growth pharmaceutical, nutritional research and vitamin distribution companies in Florida, Alabama, Nevada and California. Mr. Libby brings 35 years of diverse professional experience in managing financial and operational aspects of both private and public companies. Mr. Libby received an MBA and Post-Graduate Certificate in Accounting from the University of Tampa and BA degrees in both Accounting and Management from the University of South Florida. He also holds an active license in Florida as a Certified Public Accountant and is a Certified Internal Auditor. There were no arrangements or understandings between Mr. Libby and any other persons pursuant to which he was appointed as Chief Financial Officer and Corporate Secretary.

(3) The Company approved an annual base salary of \$96,000 for Mr. Libby, and an annual discretionary bonus of up to 40% of his annual base salary. To earn the bonus, Mr. Libby must be employed by the Company at the fiscal year end and at the date when the Company's compensation committee makes its determination of the final annual bonus payout.

A copy of the April 14, 2011 press release announcing the appointment of Mr. Libby to Chief Financial Officer and Corporate Secretary is furnished as Exhibit 99.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated April 14, 2011 of CytoDyn Inc.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CYTODYN INC.  
(Registrant)

April 14, 2011

By: /s/ KENNETH J. VAN NESS  
Kenneth J. Van Ness,  
President and Chief Executive Officer

**Press Release of CytoDyn Inc. dated April 14, 2011**

CytoDyn Welcomes Andrew T. Libby, Jr. as Its Chief Financial Officer and Corporate Secretary

Santa Fe, NM – April 14, 2011 - CytoDyn Inc. (CYDY: OTCQB) (the “Company”) has appointed Andrew T. Libby, Jr. to fill the vacancy of Chief Financial Officer and to serve as Corporate Secretary.

“I am honored to become Chief Financial Officer and Corporate Secretary and to help move CytoDyn forward in its evolution and development. I welcome this opportunity to work with the Company and to contribute my experience in nutraceuticals and medical product distribution towards the Company’s success. We have a lot to do, and I am intensely focused on building shareholder value,” said Mr. Libby.

“As part of the Company’s continuing development and evolution we are pleased to be adding an experienced financial and operational professional to the senior management team. Mr. Libby will have my full support and I look forward to Andy’s professional contributions to the Company,” said Kenneth J. Van Ness, President and CEO of the Company.

Mr. Libby has over 35 years of professional experience in managing financial and operational aspects of private companies, public agencies and publicly traded companies. Mr. Libby has expertise in strategic planning for companies involved in the research, manufacture and distribution of nutraceutical and healthcare products. Mr. Libby has served, and will continue to serve, as Senior Vice-President and Chief Financial Officer of the Tampa Housing Authority for seven years. Prior experience includes serving seven years as a Director of the medical faculty practice at USF College of Medicine, where he was directly involved with the financing and monitoring of over 200 pharmaceutical grants. Prior experience also includes serving at the executive level in local government and serving on the accounting faculty of the Business University of Tampa. Mr. Libby received an MBA and Post-Graduate Certificate in Accounting from the University of Tampa and BA degrees in both Accounting and Management from the University of South Florida. Mr. Libby holds an active license in Florida as a Certified Public Accountant and is a Certified Internal Auditor.

This announcement contains forward looking statements related to the Company’s future growth and development. The Company wishes to advise readers that a number of important factors could cause actual results to differ materially from those anticipated in such forward-looking statements including, but not limited to, government regulation, managing and maintaining growth, and the effects of adverse publicity, litigation, competition, and other factors that may be identified from time to time in the Company’s announcements.

Source: CytoDyn Inc.

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