

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (date of earliest event reported): September 23, 2011

CytoDyn Inc.

(Exact Name of Registrant as Specified in its Charter)

Colorado
(State of Incorporation)

000-49908
(Commission
File Number)

75-3056237
(I.R.S. Employer
Identification Number)

110 Crenshaw Lake Road, Lutz, Florida 33548
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (813) 527-6969

N/A

(Former name or former address, if changed since last report)

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))

Item 7.01. Regulation FD Disclosure

On September 23, 2011, CytoDyn Inc. (the “Company”) issued a press release announcing that it has filed a provisional patent application for its humanized version of its lead product Cytolin®, a monoclonal antibody for the treatment of HIV Infection.

The press release is furnished as Exhibit 99.1 to this Current Report. Exhibit 99.1 shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Item 8.01. Other Events

On September 23, 2011, the Company announced that it has filed a provisional patent application for its humanized version of its lead product Cytolin®, a monoclonal antibody for the treatment of HIV Infection.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated September 23, 2011.

SIGNATURES

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

CytoDyn Inc.

September 23, 2011

By: /s/ Kenneth J. Van Ness

Kenneth J. Van Ness
President and CEO

EXHIBIT INDEX

The following exhibit is filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated September 23, 2011

PRESS RELEASE**CYTODYN ANNOUNCES HUMANIZED CYTOLIN® PROVISIONAL PATENT APPLICATION FILED FOR THE TREATMENT OF HIV/AIDS**

Lutz, Florida, September 23, 2011 – CytoDyn Inc. (the “Company”) (OTC:CYDY.PK), a biotechnology company focused on the development of new therapies for combating infection with immune deficiency viruses, HIV/AIDS, announced today that it has filed a provisional patent application in the United States for its humanized version of its lead product Cytolin®, a monoclonal antibody for the treatment of HIV infection. According to Dr. Richard Trauger, a co-inventor on the provisional patent application and Managing Director of Science of the Company, “The provisional patent application discloses the use of a humanized version of Cytolin®. We hope this invention will not only allow for the treatment of HIV infection but also for the potential inhibition of HIV infection. If issued, we believe the patent will further strengthen the Company’s intellectual property portfolio.” Kenneth J. Van Ness, President and Chief Executive Officer of the Company commented that, “we are pleased to have reached this significant milestone for the Company. We believe this new antibody provides the Company with a clinical candidate for Phase I testing and will be supplied to Dr. Eric S. Rosenberg at Massachusetts General Hospital (“MGH”). The Company anticipates that the humanized version of the monoclonal antibody will be included in the extended study that the Company is funding at MGH regarding the potential mechanism of action of Cytolin®.”

Forward Looking Statements

The Press Release includes forward-looking statements and includes forward-looking information within the meaning of United States securities laws. These statements and this information represent the Company’s intentions, plans, expectations and beliefs, and are subject to risks, uncertainties and other factors, of which many are beyond the Company’s control. These factors could cause actual results to differ materially from such forward-looking statements or forward-looking information. The words “believe,” “estimate,” “expect,” “intend,” “attempt,” “anticipate,” “foresee,” “plan,” and similar expressions and variations thereof, identify certain of such forward-looking statements or forward-looking information, which speak only as of the date on which they are made. The Company disclaims any intention or obligation to publicly update or revise any forward-looking statements or forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law. Readers are cautioned not to place undue reliance on these forward-looking statements or on this forward-looking information.

For more information please contact:

Douglas E. Jacobson
Controller
(813) 527-6969

For more information about Cytolin® and the Company please go to www.cytodyn.com.