
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-1
REGISTRATION STATEMENT**
Under
THE SECURITIES ACT OF 1933

CYTODYN INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

75-3056237
(I.R.S. employer
identification number)

**1111 Main Street, Suite 660
Vancouver, Washington 98660
(360) 980-8524**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Nader Pourhassan
President and Chief Executive Officer
CytoDyn Inc.**

**1111 Main Street, Suite 660
Vancouver, Washington 98660
Telephone: (360) 980-8524**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copy to:

**Michael J. Lerner, Esq.
Steven M. Skolnick, Esq.
Lowenstein Sandler LLP
1251 Avenue of the Americas
New York, New York 10020
Telephone: (212) 262-6700**

Approximate date of commencement of proposed sale to the public: Not applicable. Termination of registration statement and deregistration of related securities.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a nonaccelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller Reporting Company

EXPLANATORY NOTE

Deregistration of Securities

On November 15, 2013, CytoDyn Inc., a Colorado corporation (the “Predecessor”), filed with the Securities and Exchange Commission a Registration Statement on Form S-1 (Registration No. 333-192361) (as amended, the “Registration Statement”), which was declared effective on February 5, 2014. The Registration Statement registered the resale by the selling shareholders named therein of 39,483,025 shares of the Registrant’s common stock, no par value, issuable upon conversion or exercise of certain convertible promissory notes (the “Notes”) and warrants to purchase such common stock (the “Warrants”).

Effective August 27, 2015, the Predecessor reincorporated into Delaware pursuant to a transaction in which the Predecessor was merged with and into CytoDyn Inc., a Delaware Corporation (“CytoDyn”), with CytoDyn surviving (in such capacity, together with the Predecessor, as the context may require, “we” or “our”). By the terms of that transaction, among other things, each outstanding equity interest in the Predecessor has been automatically converted into an equivalent equity interest in CytoDyn, and CytoDyn has succeeded to all of the rights and obligations of the Predecessor under the Notes and the Warrants.

We are filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister all securities which remain unsold thereunder as of the effective date hereof. We are deregistering such securities because, as of the effective date hereof, the shares of CytoDyn common stock, \$0.001 par value, issuable upon exchange or conversion of the Notes and the Warrants are being registered under a subsequent Registration Statement on Form S-1 (Registration No. 333-204802).

Accordingly, as of the effective date hereof, we hereby terminate the effectiveness of the prior Registration Statement (Registration No. 333-192361) and deregister all securities which remain unsold by the selling shareholders thereunder as of such termination date.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
24.1 *	Power of Attorney

* Previously filed.