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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): August 24, 2016**

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**CytoDyn Inc.**

(Exact name of registrant as specified in its charter)

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

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

**75-3056237**  
(I.R.S. Employer  
Identification No.)

**1111 Main Street, Suite 660**  
**Vancouver, Washington**  
(Address of principal executive offices)

**98660**  
(Zip Code)

**Registrant's telephone number, including area code: (360) 980-8524**

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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 (see General Instruction A.2. below):

- 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 5.03 **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On August 24, 2016, CytoDyn Inc. (the “**Company**”) filed with the Secretary of State of Delaware a Certificate of Amendment (the “**Certificate of Amendment**”) to its Certificate of Incorporation (the “**Certificate of Incorporation**”), increasing the number of authorized shares of common stock of the Company from 250,000,000 to 350,000,000 shares. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and incorporated by reference herein. The Company’s shareholders approved the Certificate of Amendment at an annual meeting of the shareholders on August 24, 2016 (the “**Annual Meeting**”), as more specifically described under Item 5.07 below.

Item 5.07 **Submission of Matters to a Vote of Security Holders.**

The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting are set forth below. A more detailed description of each proposal is set forth in the Company’s Proxy Statement filed with the Securities and Exchange Commission on July 20, 2016.

**Proposal No. 1 – Election of seven directors.** The stockholders elected seven directors, each for a one-year term:

<u>Nominee</u>	<u>Shares Voted For</u>	<u>Shares Withheld</u>	<u>Broker Non-Votes</u>
Nader Z. Pourhassan, Ph.D.	63,200,530	4,199,738	17,235,067
Denis R. Burger, Ph.D.	63,788,462	3,611,806	17,235,067
Anthony D. Caracciolo	63,414,946	3,985,322	17,235,067
Carl C. Dockery	63,533,853	3,866,415	17,235,067
Gregory A. Gould	63,406,946	3,993,322	17,235,067
A. Bruce Montgomery, M.D.	63,562,945	3,837,323	17,235,067
Jordan G. Naydenov	63,461,853	3,938,415	17,235,067

**Proposal No. 2 – Amendment to Certificate of Incorporation to Increase the Number of Authorized Shares.** The stockholders approved a proposal to amend the Certificate of Incorporation to increase the total number of authorized shares of common stock of the Company from 250,000,000 to 350,000,000 by the votes set forth in the table below:

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Vote</u>
71,888,688	12,476,859	269,788	0

**Proposal No. 3 – Approval of Reverse Stock Split.** The stockholders approved a proposal to effect a reverse stock split at a ratio of any whole number between one-for-two and one-for-eight, as determined by the board of directors, at any time before August 24, 2017, if and as determined by the Company’s board of directors.

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Vote</u>
68,419,004	15,599,929	616,402	0

**Proposal No. 4 – Ratification of Selection of Independent Registered Public Accounting Firm.** The stockholders approved to select Warren Averett, LLC as the Company’s independent registered public accounting firm to examine the financial statements of the Company for the fiscal year ending May 31, 2017.

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Vote</u>
82,976,003	1,514,911	144,421	0

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**Proposal No. 5 – Advisory Vote on Executive Compensation.** The stockholders approved the compensation paid to the Company’s executive officers.

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Vote</u>
51,389,460	9,640,022	6,370,786	17,235,067

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Certificate of Incorporation 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.

August 24, 2016

By: /s/ Michael D. Mulholland

Name: Michael D. Mulholland

Title: Chief Financial Officer

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## Exhibit Index

**Exhibit  
No.**

**Description**

3.1 Certificate of Amendment to the Certificate of Incorporation of CytoDyn Inc.

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CYTODYN INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, CytoDyn Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is CytoDyn Inc. The Corporation was incorporated by the filing of its original Certificate of Incorporation with the Secretary of the State of Delaware on January 12, 2015 and amended its original Certificate of Incorporation by the filing of a Certificate of Amendment with the Secretary of state of the State of Delaware on March 18, 2016 (as so amended, the "Certificate of Incorporation").
2. The Certificate of Incorporation of the Corporation is hereby amended to increase the authorized shares of the Corporation's common stock by deleting the first paragraph under Article IV, and replacing such paragraph with the following:  
"The total number of shares of capital stock which the Corporation shall have authority to issue is Three Hundred Fifty Five Million (355,000,000), of which (i) Three Hundred Fifty Million (350,000,000) shares shall be a class designated as common stock, par value \$0.001 per share (the "Common Stock"), and (ii) Five Million Shares (5,000,000) shares shall be a class designated as preferred stock, par value \$0.001 per share (the "Preferred Stock")."
3. The Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The requisite stockholders of the Corporation have duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware.
4. This Certificate of Amendment and the amendment to the Certificate of Incorporation effected hereby shall be effective immediately upon filing.

*[Signature Page Follows]*

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer on this 24 day of August, 2016.

**CYTODYN INC.**

By: /s/ Nader Z. Pourhassan

Name: Nader Z. Pourhassan

Title: President and Chief Executive Officer