UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): August 9, 2017

CytoDyn Inc.
(Exact name of registrant as specified in its charter)

Delaware	**000-49908**	**75-3056237**
(State or other jurisdiction of incorporation)	**(SEC File Number)**	**(I.R.S. Employer Identification No.)**

1111 Main Street, Suite 660 **Vancouver, Washington**	**98660**
(Address of principal executive offices)	**(Zip Code)**

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

On August 9, 2017, CytoDyn Inc. (the "Company") issued a press release relating to the announcement described in Item 8.01 below, a copy of which is furnished as Exhibit 99.1 to this Form 8-K.

Item 8.01. Other Events

On August 9, 2017, the Company announced that 33 patients are currently enrolled in its pivotal Phase 2b/3 combination therapy trial. The Company has been in ongoing dialogue with the U.S. Food and Drug Administration (the "FDA") regarding the number of patients enrolled in the trial. Patient enrollment will remain open in the trial until the Company holds a teleconference meeting with the FDA to discuss patient enrollment and analysis of data from the trial. The meeting is expected to be held in coming weeks.

The Company's pivotal Phase 2b/3 trial combination trial is evaluating PRO 140 with current standard of care antiretroviral therapy ("ART"). The trial protocol requires enrollment of 30 patients for the purpose of assessing the trial's primary efficacy endpoint, which is reached at one week following initial treatment with PRO 140. The safety portion of the Phase 2b/3 trial continues for an additional 24 weeks. The Company expects to complete the clinical portion of its first Biological License Application (BLA) submission during the first half of 2018.

The Company is also conducting a 300-patient Phase 2b/3 trial with PRO 140 as a single agent to replace the current standard of care ART and enrollment currently exceeds 100 patients.

Item 9.01. Financial Statements and Exhibits.

(d)

Exhibit No.	Description.
99.1	Press Release, dated August 9, 2017

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 9, 2017

By: */s/ Michael D. Mulholland*
Name: Michael D. Mulholland
Title: Chief Financial Officer

Exhibit Index

Exhibit No.	Description.
99.1	Press Release, dated August 9, 2017.

Exhibit 99.1

CYTODYN PROVIDES UPDATE ON ENROLLMENT IN ITS PIVOTAL PHASE 2b/3 HIV COMBINATION TRIAL

VANCOUVER, Washington (August 9, 2017) – CytoDyn Inc. (OTC.QB: CYDY), a biotechnology company focused on the development of new antibody therapies for combating human immunodeficiency virus (HIV) infection, today announced that 33 patients are currently enrolled in its pivotal Phase 2b/3 combination therapy trial. The Company has been in ongoing dialogue with the U.S. Food and Drug Administration (FDA) regarding the number of patients enrolled in the trial. Patient enrollment will remain open in the trial until CytoDyn holds a teleconference meeting with the FDA to discuss patient enrollment and analysis of data from the trial. The meeting is expected to be held in the coming weeks.

CytoDyn's pivotal Phase 2b/3 trial combination trial is evaluating PRO 140 with current standard of care antiretroviral therapy (ART). The trial protocol requires enrollment of 30 patients for the purpose of assessing the trial's primary efficacy endpoint, which is reached at one week following initial treatment with PRO 140. The safety portion of the Phase 2b/3 trial continues for an additional 24 weeks. CytoDyn expects to complete the clinical portion of its first Biological License Application (BLA) submission during the first half of 2018.

"We are optimistic about achieving the primary efficacy endpoint in this combination trial given our prior clinical experience with PRO 140," said Nader Pourhassan, Ph.D., CytoDyn President and Chief Executive Officer. "We look forward to announcing these results and advancing the further development of PRO 140 as a treatment for HIV."

CytoDyn is also conducting a 300-patient Phase 2b/3 trial with PRO 140 as a single agent to replace the current standard of care ART and enrollment currently exceeds 100 patients.

About PRO 140

PRO 140 belongs to a new class of HIV/AIDS therapeutics – viral-entry inhibitors – that are intended to protect healthy cells from viral infection. PRO 140 is a humanized IgG4 monoclonal antibody directed against CCR5, a molecular portal that HIV uses to enter T-cells. PRO 140 blocks the predominant HIV (R5) subtype entry into T-cells by masking this required co-receptor, CCR5. Importantly, PRO 140 does not appear to interfere with the normal function of CCR5 in mediating immune responses. PRO 140 does not have agonist activity toward CCR5 but does have antagonist activity to CCL5, which is a central mediator in inflammatory diseases. PRO 140 has been the subject of seven clinical trials, each demonstrating efficacy by significantly reducing or controlling HIV viral load in human test subjects. PRO 140 has been designated a "fast track" product by the FDA. The PRO 140 antibody appears to be a powerful antiviral agent leading to potentially fewer side effects and less frequent dosing requirements as compared to daily drug therapies currently in use.

About CytoDyn

CytoDyn is a biotechnology company focused on the clinical development and potential commercialization of humanized monoclonal antibodies for the treatment and prevention of HIV infection. The Company has one of the leading monoclonal antibodies under development for HIV infection, PRO 140, which has completed Phase 2 clinical trials with demonstrated antiviral activity in man and is currently in Phase 3. PRO 140 blocks the HIV co-receptor CCR5 on T cells, which prevents viral entry. Clinical trial results thus far indicate that PRO 140 does not negatively affect the normal

immune functions that are mediated by CCR5. Results from seven Phase 1 and Phase 2 human clinical trials have shown that PRO 140 can significantly reduce viral burden in people infected with HIV. A recent Phase 2b clinical trial demonstrated that PRO 140 can prevent viral escape in patients during several months of interruption from conventional drug therapy. CytoDyn intends to continue to develop PRO 140 as a therapeutic anti-viral agent in persons infected with HIV and to pursue non-HIV indications where CCR5 and its ligand CCL5 may be involved. For more information on the Company, please visit http://www.cytodyn.com.

Forward-Looking Statements

This press release includes forward-looking statements and forward-looking information within the meaning of United States securities laws, including statements regarding CytoDyn's current and proposed trials and studies and their enrollment, results, costs and completion. These statements and information represent CytoDyn's intentions, plans, expectations, and beliefs and are subject to risks, uncertainties and other factors, many beyond CytoDyn's control. These factors could cause actual results to differ materially from such forward-looking statements or 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.

CytoDyn 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 forward-looking information. While it is impossible to identify or predict all such matters, these differences may result from, among other things, the inherent uncertainty of the timing and success of and expense associated with research, development, regulatory approval, and commercialization of CytoDyn's products and product candidates, including the risks that clinical trials will not commence or proceed as planned; products appearing promising in early trials will not demonstrate efficacy or safety in larger-scale trials; future clinical trial data on CytoDyn's products and product candidates will be unfavorable; funding for additional clinical trials may not be available; CytoDyn's products may not receive marketing approval from regulators or, if approved, may fail to gain sufficient market acceptance to justify development and commercialization costs; competing products currently on the market or in development may reduce the commercial potential of CytoDyn's products; CytoDyn, its collaborators or others may identify side effects after the product is on the market; or efficacy or safety concerns regarding marketed products, whether or not scientifically justified, may lead to product recalls, withdrawals of marketing approval, reformulation of the product, additional preclinical testing or clinical trials, changes in labeling of the product, the need for additional marketing applications, or other adverse events.

CytoDyn is also subject to additional risks and uncertainties, including risks associated with the actions of its corporate, academic, and other collaborators and government regulatory agencies; risks from market forces and trends; potential product liability; intellectual property litigation; environmental and other risks; and risks that current and pending patent protection for its products may be invalid, unenforceable, or challenged or fail to provide adequate market exclusivity. There are also substantial risks arising out of CytoDyn's need to raise additional capital to develop its products and satisfy its financial obligations; the highly regulated nature of its business, including government cost-containment initiatives and restrictions on third-party payments for its products; the highly competitive nature of its industry; and other factors set forth in CytoDyn's Annual Report on Form 10-K for the fiscal year ended May 31, 2017 and other reports filed with the U.S. Securities and Exchange Commission.

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