

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

**SCHEDULE TO/A**

(Amendment No. 2)

(Rule 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**CYTODYN INC.**

(Name of Subject Company (Issuer))

**CYTODYN INC.**

(Name of Filing Persons (Issuer))

**Warrants to Purchase Common Stock**  
(Title of Class of Securities)

23283M101

(CUSIP Number of Common Stock Underlying Warrants)

**Nader Z. Pourhassan, Ph.D.**  
**President and Chief Executive Officer**

**CytoDyn Inc.**  
**1111 Main Street, Suite 660**  
**Vancouver, Washington 98660**  
**Phone: (360) 980-8524**

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

*With copies to:*

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

**CALCULATION OF FILING FEE**

Transaction Valuation *	Amount of Filing Fee
\$30,143,167	\$3,753.00

\* The transaction value is estimated solely for purposes of calculating the amount of the filing fee, pursuant to Rule 0-11 under the Securities and Exchange Act of 1934. The calculation is based upon the value of the Eligible Notes to be received by the Company in the Offer. Because there is no market for the Eligible Notes, the value is based upon the book value of the Eligible Notes, computed as of July 31, 2015, in accordance with Rule 0-11(a)(4).

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$3,753.00  
Form or Registration No.: Schedule TO

Filing Party: CytoDyn Inc.  
Date Filed: November 24, 2017

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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**EXPLANATORY NOTE**

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO originally filed by CytoDyn Inc. on November 24, 2017, as amended on November 27, 2017, in order to incorporate by reference CytoDyn Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on December 6, 2017.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 6, 2017

**CytoDyn Inc.**

By: /s/ Nader Z. Pourhassan, Ph.D.

Name: Nader Z. Pourhassan, Ph.D.

Title: Chief Executive Officer

*[Signature Page to Schedule TO/A]*