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

FORM 8-K

CURRENT REPORT

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

March 17, 2010
Date of Report (date of earliest event reported)

CYTODYN INC.
Exact name of Registrant as Specified in its Charter

Colorado	000-49908	75-3056237
State or Other Jurisdiction of Incorporation	Commission File Number	IRS Employer Identification Number

1511 Third Street, Santa Fe, New Mexico 87505
Address of Principal Executive Offices, Including Zip Code

(505) 988-5520
Registrant's Telephone Number, Including Area Code

Not applicable
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.

The Company issued a press release on March 17, 2010, (attached hereto as Exhibit 99.3) regarding the humanization of the Company's lead product Cytolin(R). The Company believes that a fully-humanized version is necessary for the clinical trial that is expected to follow the current one being conducted at Massachusetts General Hospital. Therefore the Company has entered into a manufacturing agreement with Vista Biologicals Corporation The cost for fully humanizing the product will be approximately $229,500 to be paid over the course of the manufacturing process. The Company expects to have its proprietary, fully-humanized version of Cytolin(R) ready for bulk manufacturing this Autumn in time for the follow-up clinical trial. Based on the advice of its patent

attorneys, the Company believes its fully-humanized product will be eligible for a new patent to complement and extend its existing portfolio of intellectual property. The Company will be applying for a new patent on the humanized version of Cyolin(R).

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Businesses Acquired.

Not Applicable.

(b) Pro Forma Financial Information

Not Applicable.

(c) Shell Company Transactions

Not Applicable.

(d) Exhibits

Exhibit 99 Press Release regarding the Company's Enrollment Open for Clinical Trial of Cytolin(R) dated January 19, 2010

SIGNATURE

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.

Date: March 17, 2010

By: /s/ Allen D. Allen

Allen D. Allen
President and CEO

Exhibit 99.3

CytoDyn Begins Full Humanization of Cytolin(R)

Santa Fe, NM -- March 17, 2009 -- CytoDyn, Inc. (Pink Sheets: CYDY) has begun full humanization of Cytolin(R), the Company's unique immune therapy for treating HIV/AIDS. Although a murine (mouse) version of Cytolin(R) was used for previous human experience that included some 200 patients successfully treated for up to two years, as well as an encouraging Phase I(b)/II(a) study, the Company believes that a fully-humanized version is necessary for the clinical trial that is expected to follow the current one (described at http://clinicaltrials.gov) for the reasons explained below.

Unlike the other monoclonal antibodies that have been approved for treating diseases such as cancer and rheumatoid arthritis, Cytolin(R) is not a "neutralizing" antibody, meaning it does not initiate phagocytosis, the process that removes unwanted substances and cells from the body. As a result, HAMA (Human Anti-Mouse Antibodies), which are a natural response to murine antibodies, did not block the therapeutic effect of Cytolin(R) during previous human experience, even though HAMA are known to have this effect on neutralizing antibodies, making some form of humanization mandatory for those other antibodies. To the contrary, there is some evidence that HAMA may have increased the length of time that Cytolin(R) remained bound to the targeted cytotoxic T cells that would otherwise have destroyed healthy CD4+ T cells, thereby increasing the duration of the therapeutic effect of Cytolin(R). Since therapeutic antibodies usually cost thousands of dollars per treatment, a product that needs to be administered less often could provide a meaningful reduction in costs.

Nonetheless, the current study of Cytolin(R) anticipates its use in early HIV infection --before the antiviral drugs are used, in order to delay disease progression with a drug that cannot cause the virus to become resistant because it has no direct effect on the virus itself. When used for this purpose, Cytolin(R) needs to be well tolerated. Patients are often unwilling to endure any discomfort caused by a treatment when they are not yet suffering from the symptoms of a disease and are not in any immediate danger. As a well known example, the flu-like symptoms associated with interferon-alpha too often result in non-compliance on the part of patients with hepatitis.

According to prevailing theory, a fully-humanized version of Cytolin(R) will be even less likely than the murine version to cause the side effects sometimes seen when any protein is injected into the human blood stream. These side effects include serum sickness (flu like symptoms), protein sickness (brief lower back pain) and an allergic reaction which, rarely, can be life-threatening if not promptly treated.

CytoDyn expects to have its proprietary, fully-humanized version of Cytolin(R) ready for bulk manufacturing this Autumn in time for the follow-up clinical trial. Based on the advice of its patent attorneys, the Company believes its fully-humanized product will be eligible for a new patent to complement and extend its existing portfolio of intellectual property, which includes patents on the use of any such antibodies to treat HIV/AIDS.

This announcement contains statements that are not historic facts but anticipate future events and circumstances. All such forward-looking statements made by the Company are necessarily estimates based upon current information and projections and involve a number of risks and uncertainties, including but not limited to, the failure of preliminary results from clinical studies to reflect the results from more comprehensive studies, and an inability to enroll a sufficient number of patients or to otherwise complete a study. There can be no assurance that such risks and uncertainties, or other factors, will not affect the accuracy of such forward-looking statements. It is impossible to identify all the factors that could cause actual results to differ materially from those estimated by CytoDyn. They include, but are not limited to, government regulation, managing and maintaining growth, victimization by white-collar offenders, and the effects of adverse publicity, litigation, competition, and other factors that may be identified from time to time in the Company's announcements.

Source:
CytoDyn

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