

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) April 24, 2010

CytoDyn, Inc.

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(Exact name of registrant as specified in its charter)

Colorado	000-49908	75-3056237
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer identification No.)

1511 Third Street, Santa Fe, NM 87505

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(Address of Principal Executive Offices) (Zip Code)

(505) 988-5520

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(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to be 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 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

- (a) On April 24, 2010 the Company's shareholders approved an amendment to the Company's Articles of Incorporation increasing the number of authorized shares of common stock from 25, 000,000 shares to 100,000,00 shares. The effective date of the amendment was April 29, 2010.

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 3.5 Amendment to Articles of Incorporation dated April 29, 2010 which increases the number of authorized shares of common stock to 100,000,000.

SIGNATURE

Pursuant to the requirements of 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: April 29, 2010

/s/ Allen D. Allen

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Allen D. Allen

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
CYTODYN INC

Pursuant to the provisions of the Colorado Business Corporation Act, CYTODYNE INC adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the Corporation is CYTODYN INC.

SECOND: The following amendment was adopted on March 11, 2010, by the Board of Directors, and on April 24, 2010, by a vote of the Shareholders of the Corporation, in the manner prescribed by the Colorado Business Corporation Act. The number of shares voted for the amendment was sufficient for approval.

Article FOURTH (a) shall be amended to read as follows:

"FOURTH: (a) The aggregate number of shares which the corporation shall have authority to issue is 100,000,000 shares of common stock having no par value per share. The shares of this class of common stock shall have unlimited voting rights and shall constitute the sole voting group of the corporation, except to the extent any additional voting group or groups may hereafter be established in accordance with the Colorado Business Corporation Act."