

<b>FORM D</b>
<b>Notice of Exempt Offering of Securities</b>

**UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION  
Washington, D.C.**

<b>OMB APPROVAL</b>
OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden hours per response: 4.0

### 1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input type="checkbox"/> None	Entity Type
<input type="text" value="0001175680"/>	<input type="text" value="REXRAY CORP"/>	<input checked="" type="checkbox"/> Corporation
Name of Issuer		<input type="checkbox"/> Limited Partnership
<input type="text" value="CYTODYN INC"/>		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="checkbox"/> General Partnership
<input type="text" value="COLORADO"/>		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Over Five Years Ago		
<input type="checkbox"/> Within Last Five Years (Specify Year)	<input type="text"/>	
<input type="checkbox"/> Yet to Be Formed		

### 2. Principal Place of Business and Contact Information

Name of Issuer	<input type="text" value="CYTODYN INC"/>		
Street Address 1	<input type="text" value="1511 THIRD STREET"/>		
Street Address 2	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<input type="text" value="SANTA FE"/>	<input type="text" value="NM"/>	<input type="text" value="87505"/>	<input type="text" value="505-988-5520"/>

### 3. Related Persons

Last Name	First Name	Middle Name	
<input type="text" value="Allen"/>	<input type="text" value="Allen"/>	<input type="text" value="D."/>	
Street Address 1	Street Address 2		
<input type="text" value="1511 Third Street"/>	<input type="text"/>		
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Santa Fe"/>	<input type="text" value="NM"/>	<input type="text" value="87505"/>	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			
<input type="text" value="President"/>			

Last Name	First Name	Middle Name
<input type="text" value="Gould"/>	<input type="text" value="Gregory"/>	<input type="text" value="A."/>
Street Address 1	Street Address 2	
<input type="text"/>	<input type="text"/>	

1511 Third Street

City: Santa Fe State/Province/Country: NM ZIP/Postal Code: 87505

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name: Naydenov First Name: Jordan Middle Name:

Street Address 1: 1511 Third Street Street Address 2:

City: Santa Fe State/Province/Country: NM ZIP/Postal Code: 87505

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name: Tropp First Name: Ronald Middle Name: J.

Street Address 1: 1511 Third Street Street Address 2:

City: Santa Fe State/Province/Country: NM ZIP/Postal Code: 87505

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name: Allen First Name: Corinne Middle Name:

Street Address 1: 1511 Third Street Street Address 2:

City: Santa Fe State/Province/Country: NM ZIP/Postal Code: 87505

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary): Chief Financial Officer

## 4. Industry Group

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> <b>Agriculture</b>                      | <input type="checkbox"/> <b>Health Care</b>              | <input type="checkbox"/> <b>Retailing</b>          |
| <input type="checkbox"/> <b>Banking &amp; Financial Services</b> | <input checked="" type="checkbox"/> <b>Biotechnology</b> | <input type="checkbox"/> <b>Restaurants</b>        |
| <input type="checkbox"/> Commercial Banking                      | <input type="checkbox"/> Health Insurance                | <input type="checkbox"/> <b>Technology</b>         |
| <input type="checkbox"/> Insurance                               | <input type="checkbox"/> Hospitals & Physicians          | <input type="checkbox"/> Computers                 |
| <input type="checkbox"/> Investing                               | <input type="checkbox"/> Pharmaceuticals                 | <input type="checkbox"/> Telecommunications        |
| <input type="checkbox"/> Investment Banking                      | <input type="checkbox"/> Other Health Care               | <input type="checkbox"/> Other Technology          |
| <input type="checkbox"/> Pooled Investment Fund                  |  |  |
| <input type="checkbox"/> Other Banking & Financial Services      | <input type="checkbox"/> <b>Manufacturing</b>            | <input type="checkbox"/> <b>Travel</b>             |
| <input type="checkbox"/> <b>Business Services</b>                | <input type="checkbox"/> <b>Real Estate</b>              | <input type="checkbox"/> Airlines & Airports       |
| <input type="checkbox"/> <b>Energy</b>                           | <input type="checkbox"/> Commercial                      | <input type="checkbox"/> Lodging & Conventions     |
| <input type="checkbox"/> Coal Mining                             | <input type="checkbox"/> Construction                    | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Electric Utilities                      | <input type="checkbox"/> REITS & Finance                 | <input type="checkbox"/> Other Travel              |
| <input type="checkbox"/> Energy Conservation                     | <input type="checkbox"/> Residential                     | <input type="checkbox"/> <b>Other</b>              |
| <input type="checkbox"/> Environmental Services                  | <input type="checkbox"/> Other Real Estate               |  |
| <input type="checkbox"/> Oil & Gas                               |  |  |
| <input type="checkbox"/> Other Energy                            |  |  |

## 5. Issuer Size

### Revenue Range

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

### Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506                 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(6)         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Investment Company Act Section 3(c) |

## 7. Type of Filing

- New Notice      Date of First Sale             First Sale Yet to Occur
- Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?       Yes       No

## 9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Other (describe)

Series B Convertible Preferred Stock

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary)

## 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 10000 USD

## 12. Sales Compensation

Recipient	<input style="width: 95%;" type="text"/>	Recipient CRD Number	<input type="checkbox"/> None
	<input style="width: 95%;" type="text"/>		<input style="width: 95%;" type="text"/>
(Associated) Broker or Dealer	<input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> None
	<input style="width: 95%;" type="text"/>		<input style="width: 95%;" type="text"/>
Street Address 1	Street Address 2		
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>		
City	State/Province/Country	ZIP/Postal Code	
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	
State(s) of Solicitation	<input type="checkbox"/> All States		
<input style="width: 95%;" type="text"/>			

## 13. Offering and Sales Amounts

Total Offering Amount \$ 2000000 USD  Indefinite

Total Amount Sold \$ 455000 USD

Total Remaining to be Sold \$ 1545000 USD  Indefinite

Clarification of Response (if Necessary)

## 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,                     

Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold 13

to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

## 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$  USD  Estimate

Finders' Fees \$  USD  Estimate

Clarification of Response (if Necessary)

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$  USD  Estimate

Clarification of Response (if Necessary)

## Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
CYTODYN INC	/s/ Corinne Allen	Corinne Allen	Chief Financial Officer	2009-10-20

