

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |  |   |  |
|--|--|---|--|
| 1. Name and Address of Reporting Person<br>ALPHA ADVISORS, LLC<br><small>(Last) (First) (Middle)</small><br>P.O. BOX 2477<br><small>(Street)</small><br>LAKELAND, FL 33806-2477<br><small>(City) (State) (Zip)</small> | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>02/06/2015 | 3. Issuer Name and Ticker or Trading Symbol<br>CYTODYN INC [CYDY]   |  |
|  |  | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><small>Director</small> <input type="checkbox"/> <small>10% Owner</small> <input type="checkbox"/><br><small>Officer (give title below)</small> <input checked="" type="checkbox"/> <small>Other (specify below)</small> <input type="checkbox"/><br>indirect | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person          |  |   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D) or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| common stock                       | 1,864,931  | I   | By Alpha Venture Capital Partners, L.P.                  |
| common stock                       | 230,769  | I   | By Alpha Venture Capital Fund, L.P.                      |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
|   | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |  |  |  |
| warrants to purchase common stock             | 10/23/2013  | 10/23/2018      | common stock   | 932,465                    | \$ 0.75  | I  | By Alpha Venture Capital Partners, L.P.                  |
| warrants to purchase common stock             | 10/23/2013  | 10/23/2018      | common stock   | 115,385                    | \$ 0.75  | I  | By Alpha Venture Capital Fund, L.P.                      |
| convertible promissory note                   | 09/26/2014  | 09/26/2016      | common stock   | \$ 2,000,000               | \$ 1   | I  | By Alpha Venture Capital Partners, L.P.                  |
| warrants to purchase common stock             | 09/26/2014  | 12/31/2019      | common stock   | 250,000                    | \$ 0.5   | I  | By Alpha Venture Capital Fund, L.P.                      |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |          |
|---|---------------|-----------|---------|----------|
|   | Director      | 10% Owner | Officer | Other    |
| ALPHA ADVISORS, LLC<br>P.O. BOX 2477<br>LAKELAND, FL 33806-2477             |               | X         |         | indirect |
| Alpha Venture Capital Partners, L.P.<br>P.O. BOX 2477<br>LAKELAND, FL 33806 |               | X         |         |          |

**Signatures**

|  |                                   |
|--|-----------------------------------|
| /s/Carl Dockery as Manager of Alpha Advisors, LLC<br><small>**Signature of Reporting Person</small>  | 07/17/2015<br><small>Date</small> |
| /s/Carl Dockery as Manager of Alpha Venture Capital Management, LLC, General Partner of Alpha Venture Capital Partners, L.P.<br><small>**Signature of Reporting Person</small> | 07/17/2015<br><small>Date</small> |

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Remarks:**

The securities reported on this Form 3 are owned directly by Alpha Venture Capital Partners, L.P.-AVC Partners-or Alpha Venture Capital Fund, L.P.-AVC Fund-as indicated in Tables I and II of this Form 3. Alpha Venture Capital Management, LLC-AVC Management-is the general partner of AVC Partners and AVC Fund but does not make investment decisions on behalf of AVC Partners or AVC Funds. As the investment advisor of AVC Partners and AVC Fund Alpha Advisors-has the exclusive authority to make all investment decisions on behalf of AVCP and AVC Fund. Alpha Advisors does not directly receive dividends or proceeds of sale from the securities owned by

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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