longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 0.5 hours per response...

STATEMENT OF CHANGES IN 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

| e Response | es) | | | | | | | | | | | | | |
|---|--|---|---|--|---|--|--|--|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person *- BURGER DENIS R | | | | 2. Issuer Name and Ticker or Trading Symbol CytoDyn Inc. [CYDY] | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X. Director 10% Owner | | | | |
| (Last) (First) (Middle) 1111 MAIN STREET, SUITE 660 | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/01/2017 | | | | | | | | title below) | | | |
| (Street) | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reportine Person | | | | |
| | (State) | (Zip) | | | Tabl | o T | Non Donivo | tivo Consultin | | d Disposed | of ou Dono | ficially Over | | |
| 1.Title of Security 2. Transaction Date | | 2A. Deemed Execution Date, if Code (Instr. (Month/Day/Year) | | | saction 4. S (A) (In | Securities Acquired or Disposed of (D) str. 3, 4 and 5) (A) or 5. Amount of Owned Follov Transaction(s) (Instr. 3 and 4) | | Amount of S vned Follow ansaction(s) | Securities Beneficially 6 C C C F F C C C C C C C C C C C C C C | | 7. of of orm: Be irrect (D) of Indirect (Irrect) | eneficial wnership | | |
| Report on a s | separate line for eac | Table II - | Derivativ | ve Sec | curities A | \cqu | Persons containe form dis | who respored in this for plays a curr | m are no ently vali eficially O | t required id OMB co | to respon | d unless the | | 74 (9-02) |
| Conversion | ion Date ise (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. 8) | | 5. Number of | | 1* | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | Securities Beneficially Owned Following Reported | Form of Derivative Security: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | v | , | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | (Instr. 4) | |
| \$ 0.57 | 06/01/2017 | | A | | 75,000 | | (1) | 06/01/2027 | Commo Stock | n 75,000 | \$ 0 | 75,000 | D | |
| \$ 0.57 | 06/01/2017 | | A | e | 500,000 | | <u>(2)</u> | 06/01/2027 | Commo Stock | n 600,000 | \$ 0 | 600,000 | D | |
| | Address of DENIS R DEN | Address of Reporting Person DENIS R (First) (N STREET, SUITE 660 (Street) (State) (State) (State) (Conversion Date or Exercise Price of Derivative Security (Month/Day/Year) \$ 0.57 (Month/Day/Year) | Address of Reporting Person DENIS R (First) (IN STREET, SUITE 660 (Street) DVER, WA 98660 (State) (Zip) Eccurity 2. Transaction Date (Month/Day/Year) Conversion Or Exercise Price of Derivative Security \$ 0.57 06/01/2017 | Address of Reporting Person - DENIS R OENIS P OENIS R OENIS R | Address of Reporting Person DENIS R DENIS R (First) (IN STREET, SUITE 660 (Street) (Street) (Street) (Street) (State) (Zip) Courrity 2. Transaction Date (Month/Day/Year) Report on a separate line for each class of securities beneficially or conversion Date or Exercise (Month/Day/Year) Price of Derivative Security Table II - Derivative Security Table II - Derivative Security Table II - Derivative Security (Month/Day/Year) (Month/Day/Year) A Code Code V \$ 0.57 \$ 06/01/2017 A | Address of Reporting Person — CytoDyn Inc. [CYD] (Street) 3. Date of Earliest Tran 06/01/2017 (Street) 4. If Amendment, Date (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) (In STREET, SUITE 660 (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Code (In Street) 3. Code (In Street) 4. S. Number Code (Instr. 8) 5. Number Code (Instr. 8) 6. Nu | Address of Reporting Person - DENIS R (First) (IN STREET, SUITE 660 (Street) (Street) (Street) (Street) (Street) (Were, WA 98660 (State) (Capp) (Street) (Wonth/Day/Year) (A If Amendment, Date Original Code (Instr. street) (Month/Day/Year) (Code Conversion of Derivative Securities Secur | Address of Reporting Person DENIS R 2. Issuer Name and Ticker or Trading StytoDyn Inc. [CYDY] 3. Date of Earliest Transaction (Month/Do//01/2017 4. If Amendment, Date Original Filed (Month/Day/Year) Security 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Instr. 8) 4. Code V An 2. Transaction Code (Instr. 8) Code (Inst | Address of Reporting Person DENIS R 2. Issuer Name and Ticker or Trading Symbol CytoDyn Inc. [CYDY] 3. Date of Earliest Transaction (Month/Day/Year) 06/01/2017 4. If Amendment, Date Original Filed(Month/Day/Year) 3. Table I - Non-Derivative Securities Acq (A) or Disposed (Instr. 8) 4. Securition Date (Instr. 3, 4 and 5) Report on a separate line for each class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. 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If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Bene Execution Date, if Orm displays a currently says a currently and Officer (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Officer (give tile below) (Month/Day/Year) (Month/Day/Year) Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information of this form are not required to respond form displays a currently and OME control numl Execution Date or Execution Date, if Officer (e.g., puts, calls, warrants, options, convertible securities) 2. One of the Code of | Address of Reporting Person 2 Sasuer Name and Ticker or Trading Symbol CytoDyn Inc. [CYDY] 5 Relationship of Reporting Person(s) to CytoDyn Inc. [CYDY] 5 N STREET, SUITE 660 3 Date of Earliest Transaction (Month/Day/Year) 60/01/2017 4 If Amendment, Date Original Filed(Month/Day/Year) 6 Individual or Joint/Group Filingcheck Joyn Coher (Month/Day/Year) 6 Individual or Joint/Group Filingcheck Joyn Charles (Month/Day/Year) 7 Same Person 7 S | DENIS R CytoDyn Inc. [CYDY] (First) (Street) A. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Officer (give tille below) (Officer (give tille below) |

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| reporting owner runner runners | Director | 10% Owner | Officer | Other | | |
| BURGER DENIS R 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660 | X | | | | | |

Signatures

| /s/ Michael D. Mulholland, as attorney-in-fact | 06/05/2017 | | |
|--|------------|--|--|
| **Signature of Reporting Person | Date | | |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) Subject to stockholder approval, at the next annual meeting, of the increase in the number of shares of common stock authorized for issuance under the CytoDyn Inc. 2012 Equity Incentive Plan, as amended, the options will vest in four equal quarterly installments commencing on September 1, 2017.
- (2) Subject to stockholder approval, at the next annual meeting, of the increase in the number of shares of common stock authorized for issuance under the CytoDyn Inc. 2012 Equity Incentive Plan, as amended, one third of the options will vest on each date that is six months, 18 months and 30 months following the grant date.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.