FORM 4

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

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

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)													
Name and Address of Reporting Person * DOCKERY CARL				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) 111 MAIN STREET, SUITE 660				3. Date of Earliest Transaction (Month/Day/Year) 02/07/2018							title below)			
(Street) VANCOUVER, WA 98660				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 Reporting Person				
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqui						ired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Yea		r) any		Date, if ((Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4 and 5)		Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownership of orm: Direct (D) Or Indirect	Nature Indirect eneficial wnership nstr. 4)	
			Derivat	ive S	Securities	Acq	Persons in this fo displays uired, Dispos	orm are not re a currently v	equired to valid OME ficially Ow	respond control r	unless the		ed SEC 14	74 (9-02)
	e (Month/Day/Year)	Execution Date, if any	4. Transaction Code (Instr. 8)				Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownershi Form of Derivative Security: Direct (D) or Indirect	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
\$ 0.56	02/07/2018		A		136,563		02/07/2018	02/07/2028	Commor Stock	136,563	(1)	136,563	D	
N C	Address of CARL N STREE VER, WA curity eport on a Conversion r Exercise rice of perivative ecurity	Address of Reporting Person (CARL (First)) N STREET, SUITE 660 (Street) VER, WA 98660 (State) Conversion of Perivative ecurity 3. Transaction Date (Month/Day/Year)	Address of Reporting Person Y CARL (First) N STREET, SUITE 660 (Street) VER, WA 98660 (State) 2. Transaction Date (Month/Day/Year) Peport on a separate line for each class of securities Table II - Table II - A. Date (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year)	Address of Reporting Person 2. Issue CytoDy (CARL (First) (Middle) 3. Date (02/07/2 (Street) 4. If Am VER, WA 98660 (State) (Zip) Curity 2. Transaction Date (Month/Day/Year) Peport on a separate line for each class of securities beneficion Table II - Derivate (e.g., put any (Month/Day/Year)) A. Deemed Execution Date (Month/Day/Year) Sonversion of Exercise rice of Perivative ecurity A. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. 8)	Address of Reporting Person 2. Issuer Note CytoDyn In CytoDyn In STREET, SUITE 660 (Street) VER, WA 98660 (State) Curity 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Execution In In Date (e.g., puts. c.g.,	Address of Reporting Person * 2. Issuer Name and CytoDyn Inc. [CYI	Address of Reporting Person 2. Issuer Name and Ticke CytoDyn Inc. [CYDY] N STREET, SUITE 660 (Street) VER, WA 98660 (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Peport on a separate line for each class of securities beneficially owned directly Table II - Derivative Securities Acq (e.g., puts, calls, warrants, and Ticke CytoDyn Inc. [CYDY] 3. Date of Earliest Transact O2/07/2018 4. If Amendment, Date Original Securities Date (Month/Day/Year) Table II - Derivative Securities Acq (e.g., puts, calls, warrants, and Transaction Date (Month/Day/Year) Solvential Securities Date (Month/Day/Year) A. Deemed Execution Date, if Transaction Date (Month/Day/Year) (Month/Day/Year) A. Deemed Execution Date, if Transaction Code Securities Date (Instr. 8) Code (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D)	Address of Reporting Person CARL CARL CFirst CytoDyn Inc. [CYDY]	Address of Reporting Person 2 (CARL (First) (Middle) (Middle) (Street) (Middle) (Street) (Str	Address of Reporting Person - (CARL (First) (First) (Street) (A. If Amendment, Date Original Filed(Month/Day/Year) (Street) (A. If Amendment, Date Original Filed(Month/Day/Year) (Instr. 3) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 4) (Address of Reporting Person CytoDyn Inc. [CYDY] N STREET, SUITE 660 (Street) VER, WA 98660 (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned displays a currently valid OMB control or Execution Date, if Exercise (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (A) or Disposed of, or Beneficially Owned displays a currently valid OMB control or Execution Date, if Transaction Date (A) or Disposed of, or Beneficially Owned displays a currently valid OMB control or Disposed of (D) (Instr. 3, 4, and 5) Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned displays a currently valid OMB control or Disposed of (D) (Instr. 3, 4, and 5) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount (D) Price (Month/Day/Year) Amount (D) Price (D) Price (Month/Day/Year) Amount (D) Price (Month/Day/Year)	Address of Reporting Person * CARL (First) (CARL (First) (CARL) (Street) (S	Address of Reporting Person CYCDyn Inc. [CYDY] STREET, SUITE 660 Street) A 1. Famendment, Date Original Filed(Month/Day/Year) OZ/07/2018 4. If Amendment, Date Original Filed(Month/Day/Year) OZ/07/2018 5. Relationship of Reporting Person (Check all applicable Month/Day/Year) OZ/07/2018 6. Individual or Joint/Group Filing(check A. X. Form filed by More than the Reporting Person. Person filed by More than the Reporting Person. OZ/07/2018 7. Table 1 - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) OXNOR Following Reported (Instr. 3, 4 and 5) OXNOR Following (Instr. 3, 4 and 5) OXNOR Following (Instr. 3, 4 and 5) OXNOR Following (Instr. 3, 4 and 5)	Address of Reporting Person ** CARL CytoDyn Inc. [CYDY] S. Relationship of Reporting Person(s) to Issuer (Check all applicable)

D 4 0 V 444	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
DOCKERY CARL 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660	X					

Signatures

/s/ Michael D. Mulholland, as attorney-in-fact	02/09/2018
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).
- On February 7, 2018, the board of directors of CytoDyn Inc. approved an amendment to its director compensation program, providing for payment in stock options, in lieu of cash, of all (1) unpaid director retainer fees for the four-quarter period ending February 28, 2018. The number of options awarded to each director was determined by applying a price of \$0.31 per option, which was the fair value estimate of the option award as of the grant date, using the Black-Scholes option pricing model.

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.