## FORM 4

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

OMB APPROVAL						
OMB Number:	3235-028					
Estimated average burden						
hours per response	0					

Check this box if no 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

	error o			2. Issuer Name and Ticker or Trading Symbol CytoDyn Inc. [CYDY]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
N STREE	ET, SUITE 660	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2020				X	X_Officer (give title below) Other (specify below) Chief Financial Officer						
VER, W.	(Street) A 98660		4. If Amendment, Date Original Filed(Month/Day/Year)					_X_	6. Individual or Joint/Group Filing/Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person					
. , ,	(State)	(Zip)		Table I - Non-Derivative Securities Acquired, D					l, Disposed o	Disposed of, or Beneficially Owned				
curity		2. Transaction Date (Month/Day/Year	2A. Deemed 3 Execution Date, if C		Code	(4	A) or Disposed Instr. 3, 4 and 5	of (D) Owned Follow		ring Reported		Ownership Form: Direct (D) or Indirect	Beneficial Ownership	
	3. Transaction	3A. Deemed	(e.g., p	uts,	5. Numbe	rants er of	a curre uired, Dispo , options, co	ntly valid OM osed of, or Benonvertible securorisable and	B control reficially Owrities) 7. Title and	ned I Amount	8. Price of	9. Number o	f 10.	11. Natu
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) any		3A. Deemed Execution Date, if any	(e.g., p 4. Transac Code	uts, calls, warrants,  5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Tit Securities  7. Tit Securities  7. Tit Securities  7. Tit Securities		7. Title and of Underly Securities	l Amount ing			Ownersh Form of Derivativ	of Indire Benefic Owners	
Security	,				(D) (Instr. 3, 4, and 5)						Following Reported Transaction(s)	or Indire		
		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)		
\$ 1.1	02/21/2020		A		150,000	)	(1)	02/21/2030	Commor Stock	150,000	\$ 0	150,000	D	
2	eport on a s  conversion reservice of berivative ecurity	curity  2. State)  3. Transaction Date (Month/Day/Year)  2. State)  3. Transaction Date (Month/Day/Year)	VER, WA 98660  (State)  (Zip)  2. Transaction Date (Month/Day/Year)  Export on a separate line for each class of securities by the security of	(Street)  VER, WA 98660  (State)  2. Transaction Date (Month/Day/Year)  Peport on a separate line for each class of securities beneficia  Table II - Deriva (e.g., p.	(Street)  VER, WA 98660  (State)  2. Transaction Date (Month/Day/Year)  Peport on a separate line for each class of securities beneficially of the conversion of the reservise rice of perivative ecurity  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  A. If Amend 2. Transaction Date (Month/Day/Year)  3. Transaction Date (E.g., puts, any (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)	VER, WA 98660  Surity  2. Transaction Date (Month/Day/Year)  3. Transaction Date (E.g., puts, calls, war (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Execution Date, if any (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number Code (Instr. 8)  6. Code (Month/Day/Year)  Code (Instr. 3, and 5)  Code (V)  Code (A)	VER, WA 98660  State)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Instr. 8)  5. Number of Derivative Securities Securities Macquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D)	VER, WA 98660    Code   V   A	VER, WA 98660  State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date, if (Month/Day/Year)  (A) or Disposed (Instr. 8)  (A) or Disposed (Instr. 8)  (A) or Disposed (Instr. 8)  (A) or Disposed of or Bene (e.g., puts, calls, warrants, options, convertible securities accurrently valid OM  Table II - Derivative Securities Acquired, Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year)  (Month/Day/Year)  A. Deemed Execution Date, if Transaction Date (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  A. Deemed Execution Date, if Transaction Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  (Month/Day/Year)  (Month/Day/Year)  A. Deemed Execution Date, if Transaction Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  (Month/Day/Year)  Code V (A) (D)  Date Expriration Date Exercisable Expiration Date Exercisable Date Date Exercisable Date Exercisable Date Date Date Date Date Date Date Dat	VER, WA 98660  (State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (Instr. 3) (I	VER, WA 98660    Cap   C	VER, WA 98660    State   VER, WA 98660   Capport on a separate line for each class of securities beneficially owned directly or indirectly.    Code	VER, WA 98660    State   VER, WA 98660   CState   CSTAT	4. If Amendment, Date Original Filed/Month/Day/Year)   4. If Amendment, Date Original Filed/Month/Day/Year)   4. If Amendment, Date Original Filed/Month/Day/Year)   5. Amount of Securities Reported (A) or Disposed of (D) (Instr. 3, 4 and 5)   6. Once   7. Tansaction (Instr. 4)   7. Tansaction (Instr. 5)   7. Tansaction (Instr. 5)   7. Tansaction (Instr. 5)   7. Tansaction (Instr. 4)   7. Tansaction (Instr. 4)   7. Tansaction (Instr. 5)   7. Tansaction (Instr. 5)   7. Tansaction (Instr. 5)   7. Tansaction (Instr. 5)   7. Tansaction (Instr. 6)   7. Tansac

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Eastwood Craig S. 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660			Chief Financial Officer			

### **Signatures**

/s/ Craig S. Eastwood	02/25/2020
**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) The options will fully vest on February 21, 2021.

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.