Caracciolo Anthony Form 4 January 10, 2019

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, 2005

Estimated average burden hours per

Expires:

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Caracciolo Anthony

5. Relationship of Reporting Person(s) to Issuer

2. Issuer Name and Ticker or Trading

(Last)

(First)

CytoDyn Inc. [CYDY] 3. Date of Earliest Transaction

X\_ Director 10% Owner

(Check all applicable)

1111 MAIN STREET, SUITE 660

(Street)

01/10/2019

(Month/Day/Year)

Other (specify Officer (give title below) 6. Individual or Joint/Group Filing(Check

(Middle)

Applicable Line)

4. If Amendment, Date Original Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

VANCOUVER, WA 98660

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(9-02)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4. TransactionDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amou Underlying Secur (Instr. 3 and 4)

#### Edgar Filing: Caracciolo Anthony - Form 4

	Derivative	(Instr. 3, 4, and 5)									
	Security		Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha		
Stock Options (right to buy)	\$ 0.64	01/10/2019	D <u>(1)</u>		100,000	<u>(2)</u>	05/29/2019	Common Stock	10		
Stock Options (right to buy)	\$ 0.64	01/10/2019	A(1)	100,000		<u>(2)</u>	05/29/2024	Common Stock	10		
Stock Options (right to buy)	\$ 0.66	01/10/2019	D <u>(1)</u>		50,000	<u>(2)</u>	06/01/2019	Common Stock	50		
Stock Options (right to buy)	\$ 0.66	01/10/2019	A(1)	50,000		(2)	06/01/2024	Common Stock	50		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Caracciolo Anthony 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660	X						

## **Signatures**

/s/ Michael D. Mulholland, as attorney-in-fact

01/10/2019

\*\*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).
- The reported transactions involve the amendment of certain outstanding options to extend the expiration date of each by a period of five years, resulting in (for purposes of Section 16 of the Exchange Act of 1934, as amended) the deemed cancellation of the "old" option and the grant of a replacement option. There have been no changes in the exercise prices of such options, which were all at or above the closing sale price of the issuer's common stock as of the date of the reported transactions.
- (2) Such options were fully vested and exercisable as of the date of the reported transactions.

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.

Reporting Owners 2