

Caracciolo Anthony
Form 4
November 16, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Caracciolo Anthony

(Last) (First) (Middle)
1111 MAIN STREET, SUITE 660
(Street)

VANCOUVER, WA 98660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CytoDyn Inc. [CYDY]

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/16/2018 | | D | 2,093,972 | D $\frac{(1)}{(2)}$ 0 | I | By Caracciolo Family Trust |
| Common Stock | 11/16/2018 | | D | 200,000 | D $\frac{(1)}{(2)}$ 0 | I | By Caracciolo Group LLC <u>(3)</u> |
| Common Stock | 11/16/2018 | | D | 26,000 | D $\frac{(1)}{(2)}$ 0 | I | By Spouse |
| Common Stock | 11/16/2018 | | D | 62,136 | D $\frac{(1)}{(2)}$ 0 | D | |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|-------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Options (right to buy) | \$ 0.64 | 11/16/2018 | | D | | 100,000 | 05/29/2014 | 05/29/2019 | Common Stock | 100,000 |
| Stock Options (right to buy) | \$ 0.66 | 11/16/2018 | | D | | 50,000 | 06/01/2015 | 06/01/2019 | Common Stock | 50,000 |
| Stock Options (right to buy) | \$ 2.9 | 11/16/2018 | | D | | 11,543 | 05/21/2013 | 05/21/2022 | Common Stock | 11,543 |
| Stock Options (right to buy) | \$ 1.55 | 11/16/2018 | | D | | 25,000 | 06/01/2013 | 06/01/2022 | Common Stock | 25,000 |
| Stock Options (right to buy) | \$ 0.975 | 11/16/2018 | | D | | 50,000 | 09/01/2016 | 06/01/2025 | Common Stock | 50,000 |
| Stock Options (right to buy) | \$ 0.97 | 11/16/2018 | | D | | 250,000 | 06/11/2015 | 06/11/2025 | Common Stock | 250,000 |
| Stock Options (right to buy) | \$ 1.09 | 11/16/2018 | | D | | 50,000 | 06/01/2017 | 06/01/2026 | Common Stock | 50,000 |
| Stock Options | \$ 0.76 | 11/16/2018 | | D | | 550,000 | ⁽⁴⁾ | 02/12/2027 | Common Stock | 550,000 |

| | | | | | | | | | |
|------------------------------|---------|------------|---|-----------|------------|------------|------------|--------------|-----------|
| (right to buy) | | | | | | | | | |
| Stock Options (right to buy) | \$ 0.76 | 11/16/2018 | D | 450,000 | <u>(5)</u> | 02/12/2027 | | Common Stock | 450,000 |
| Stock Options (right to buy) | \$ 0.56 | 11/16/2018 | D | 128,530 | | 02/07/2018 | 02/07/2028 | Common Stock | 128,530 |
| Stock Options (right to buy) | \$ 0.8 | 11/16/2018 | D | 50,000 | | 02/15/2018 | 02/15/2028 | Common Stock | 50,000 |
| Stock Options (right to buy) | \$ 0.49 | 11/16/2018 | D | 950,000 | <u>(6)</u> | 06/08/2028 | | Common Stock | 950,000 |
| Warrants (right to buy) | \$ 0.75 | 11/16/2018 | D | 1,333,334 | | 01/31/2018 | 01/31/2023 | Common Stock | 1,333,334 |
| Warrants (right to buy) | \$ 0.75 | 11/16/2018 | D | 666,666 | | 01/31/2018 | 05/31/2022 | Common Stock | 666,666 |
| Warrants (right to buy) | \$ 0.75 | 11/16/2018 | D | 200,000 | | 11/08/2017 | 11/08/2022 | Common Stock | 200,000 |

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

11/16/2018

**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 November 16, 2018, CytoDyn Inc. completed a holding company reorganization in which CytoDyn Inc. ("Old CytoDyn") merged with and into a wholly-owned subsidiary of Point NewCo Inc. (which has been renamed CytoDyn Inc.) ("New CytoDyn") with Old CytoDyn continuing as the surviving corporation and as a wholly-owned subsidiary of New CytoDyn (the "Holding Company

(1) Reorganization"). In the Holding Company Reorganization, each outstanding share of Old CytoDyn capital stock (including common stock and Series B preferred stock) was disposed of in exchange for an equivalent share of New CytoDyn capital stock, and each Old CytoDyn warrant, convertible promissory note and stock option was converted into an equivalent right to purchase New CytoDyn common stock.

In connection with the transactions consummated on November 16, 2018, immediately after the effective time of the Holding Company

(2) Reorganization, New CytoDyn issued to ProstaGene, LLC 27,000,000 newly issued shares of New CytoDyn common stock (representing approximately 6.5% of the total number of outstanding shares of New CytoDyn common stock, after giving effect to such issuance).

The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and

(3) the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

(4) The options vest in equal monthly installments over the two-year period commencing on March 12, 2017.

(5) The options vest upon the achievement of certain strategic milestones specified in the award agreement.

(6) The options vest in equal monthly installments over the two-year period commencing on July 8, 2018.

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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