

Klump Michael A  
 Form 4  
 January 10, 2019

**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 \*  
 Klump Michael A

(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)  
 01/08/2019

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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

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SEC 1474 (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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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|                             | Derivative Security   | Date Exercisable | Code | Disposed of (D) (Instr. 3, 4, and 5) |            | Expiration Date | Title        | Amount |
|-----------------------------|-----------------------|------------------|------|--------------------------------------|------------|-----------------|--------------|--------|
|                             |                       |                  |      | (A)                                  | (D)        |                 |              |        |
| Convertible Promissory Note | \$ 0.5 <sup>(1)</sup> | 01/08/2019       | P    | 500,000                              | 01/08/2019 | 10/08/2019      | Common Stock | 1,000  |
| Warrants                    | \$ 0.3 <sup>(1)</sup> | 01/08/2019       | P    | 500,000                              | 01/08/2019 | 01/08/2024      | Common Stock | 500    |

### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Klump Michael A<br>1111 MAIN STREET, SUITE 660<br>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).

- (1) Subject to adjustment in the event of certain stock split or reverse stock split recapitalizations.
- (2) Does not include additional shares issuable upon conversion of accrued interest.

(3) As part of a private offering to accredited investors, the reporting person purchased from the issuer for a combined price of \$500,000 (i) a \$500,000 convertible promissory note, bearing interest at 10.0% annually, which is convertible into shares of the issuer's common stock at an initial conversion price of \$0.50 per share and matures on October 8, 2019, and (ii) a warrant covering 50% of the number of shares underlying the convertible promissory note with an exercise price of \$0.30 per share and an expiration date of January 8, 2024.

(4) The reported securities are held by Argonne Trading LLC, a Georgia limited liability company ("Argonne Trading"). Argonne Capital Group LLC, a Georgia limited liability company ("Argonne Capital"), is the sole member of Argonne Trading. Michael A. Klump is Manager, President and Chief Executive Officer of Argonne Capital. Mr. Klump disclaims beneficial ownership of the securities held by Argonne Trading, except to the extent of his pecuniary interest therein.

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.