

Klump Michael A
 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 *
 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)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 11/16/2018 | | D | 7,034,520 | D <u>(1)</u> <u>(2)</u> 0 | I | See Footnote <u>(3)</u> |

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)

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| 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|-----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount (Shares) |
| Stock Options (right to buy) | \$ 0.47 | 11/16/2018 | | D | 80,822 | (4) | 08/10/2028 | Common Stock | 80,822 |
| Warrants (right to buy) | \$ 1.35 | 11/16/2018 | | D | 125,000 | | 04/26/2016 04/26/2021 | Common Stock | 125,000 |
| Warrants (right to buy) | \$ 0.75 | 11/16/2018 | | D | 1,000,000 | | 02/16/2018 02/16/2023 | Common Stock | 1,000,000 |
| Warrants (right to buy) | \$ 1 | 11/16/2018 | | D | 1,933,333 | | 12/12/2016 12/12/2021 | Common Stock | 1,933,333 |
| Warrants (right to buy) | \$ 1 | 11/16/2018 | | D | 66,667 | | 12/12/2016 12/12/2021 | Common Stock | 66,667 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Klump Michael A 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).
- (1) 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 Reorganization"). In the Holding Company Reorganization, each outstanding share of Old CytoDyn capital stock (including common

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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 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
- (3) 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.
- (4) The options vested with respect to 5,822 shares on September 1, 2018, and the remaining shares vest in three equal quarterly installments commencing on December 1, 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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