

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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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, 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			Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount Number of Shares
			Code	V	(A)				
Convertible Promissory Note	\$ 0.5 ⁽¹⁾	01/08/2019	P		500,000	01/08/2019	10/08/2019	Common Stock	1,000
Warrants	\$ 0.3 ⁽¹⁾	01/08/2019	P		500,000	01/08/2019	01/08/2024	Common Stock	500,000

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

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.

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