#### CYTODYN INC

Form 4

December 23, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BURGER DENIS R** 

5. Relationship of Reporting Person(s) to Issuer

Symbol

CYTODYN INC [CYDY]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

X\_ Director Officer (give title

10% Owner Other (specify

1111 MAIN STREET, SUITE 660

(Street)

12/21/2015

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

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

Applicable Line)

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

Person

below)

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

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

Following Reported (A) Transaction(s)

(Instr. 3 and 4)

or 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

(Instr. 4)

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 **Transaction**Derivative Code Securities Acquired

(Instr. 8) (A) or Disposed of

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

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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	Derivative Security				(D) (Instr. 3, 4	, and 5)				
			Co	ode V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Options (right to buy)	\$ 1	12/21/2015	D	<u>(1)</u>		15,616	(2)	02/18/2019	Common Stock	15,61
Stock Options (right to buy)	\$ 1	12/21/2015	A	(1)	15,616		<u>(2)</u>	02/18/2024	Common Stock	15,61
Stock Options (right to buy)	\$ 0.975	12/21/2015	D	<u>(1)</u>		50,000	(3)	06/01/2020	Common Stock	50,00
Stock Options (right to buy)	\$ 0.975	12/21/2015	A	<u>(1)</u>	50,000		(3)	06/01/2025	Common Stock	50,00

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Toporous o whor rame, radices	Director	10% Owner	Officer	Other			
BURGER DENIS R 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660	X						

### **Signatures**

/s/ Michael D. Mulholland, as attorney-in-fact 12/23/2015

\*\*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.
- (3) Such options were originally granted on June 1, 2015 and provide for vesting in four equal quarterly installments commencing on September 1, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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