

Welch David F
Form 3
January 22, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Welch David F		(Month/Day/Year)	CytoDyn Inc. [CYDY]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1111 MAIN STREET, SUITE 660		01/10/2019	(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
VANCOUVER, Â WA Â 98660			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	963,333	I	See Footnote ⁽²⁾
Common Stock	1,675,280	I	See Footnote ⁽³⁾

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Warrant (Right to Buy)	Â ⁽¹⁾	01/28/2021	Common Stock	166,666	\$ 0.75	I	See Footnote ⁽²⁾
Warrant (Right to Buy)	Â ⁽¹⁾	02/16/2023	Common Stock	600,000	\$ 0.75	I	See Footnote ⁽²⁾
Warrant (Right to Buy)	Â ⁽¹⁾	12/28/2023	Common Stock	1,000,000	\$ 0.3	I	See Footnote ⁽²⁾
Warrant (Right to Buy)	Â ⁽¹⁾	09/08/2022	Common Stock	384,615	\$ 0.75	I	See Footnote ⁽³⁾
Warrant (Right to Buy)	Â ⁽¹⁾	09/14/2023	Common Stock	500,000	\$ 0.75	I	See Footnote ⁽³⁾
Convertible Promissory Note	Â ⁽¹⁾	09/28/2019	Common Stock	2,000,000 ⁽⁴⁾	\$ 0.5 ⁽⁵⁾	I	See Footnote ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Welch David F 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660	Â X	Â	Â	Â

Signatures

/s/ Michael D. Mulholland, as attorney-in-fact 01/22/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The securities were exercisable on the date of the event which required the filing of this report.
The reported securities of CytoDyn Inc. (the "Company") are held by LRFA, LLC, a Delaware limited liability company ("LRFA").
- (2) David F. Welch, Ph.D. is the sole managing member of LRFA. Dr. Welch disclaims beneficial ownership of the securities held by LRFA, except to the extent of his pecuniary interest therein.
- (3) The reported securities of the Company are held by David Welch Tr Ua 03/02/2000 Welch Charitable Remainder Unitrust Agreement II, for which Dr. Welch is a trustee.
- (4) Does not include additional shares issuable upon conversion of accrued interest.
- (5) Subject to adjustment in the event of certain stock split or reverse stock split recapitalizations.

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.