

Klump Michael A
Form 4
November 19, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(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		A	7,034,520	A <u>(1)</u> <u>(2)</u> 7,034,520	I	See Footnote (3)

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

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information contained in this form are not
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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (right to buy)	\$ 0.47	11/16/2018		A		80,822		<u>(4)</u>	08/10/2028	Common Stock	80,
Warrants (right to buy)	\$ 1.35	11/16/2018		A		125,000		04/26/2016	04/26/2021	Common Stock	125
Warrants (right to buy)	\$ 0.75	11/16/2018		A		1,000,000		02/16/2018	02/16/2023	Common Stock	1,000
Warrants (right to buy)	\$ 1	11/16/2018		A		1,933,333		12/12/2016	12/12/2021	Common Stock	1,933
Warrants (right to buy)	\$ 1	11/16/2018		A		66,667		12/12/2016	12/12/2021	Common Stock	66,

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.

- (2) In connection with the transactions consummated on November 16, 2018, immediately after the effective time of the Holding Company 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 (including predecessor 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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