

Naydenov Jordan G  
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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Naydenov Jordan G

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 11/16/2018                              |   | A                                    | 5,304,490   | A <u>(1)</u><br><u>(2)</u> 5,304,490   | D   |   |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                            |
|---|---|---|---|---|---|--|-----|---|--------------------|-----------------|----------------------------|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Stock<br>Options<br>(right to<br>buy)               | \$ 0.66   | 11/16/2018                              |   | A                                       |   | 50,000   |     | 06/01/2015  | 06/01/2019         | Common<br>Stock | 50,000                     |
| Stock<br>Options<br>(right to<br>buy)               | \$ 2  | 11/16/2018                              |   | A                                       |   | 50,000   |     | 08/08/2012  | 08/08/2021         | Common<br>Stock | 50,000                     |
| Stock<br>Options<br>(right to<br>buy)               | \$ 1.55   | 11/16/2018                              |   | A                                       |   | 25,000   |     | 06/01/2013  | 06/01/2022         | Common<br>Stock | 25,000                     |
| Stock<br>Options<br>(right to<br>buy)               | \$ 0.975  | 11/16/2018                              |   | A                                       |   | 50,000   |     | 09/01/2016  | 06/01/2025         | Common<br>Stock | 50,000                     |
| Stock<br>Options<br>(right to<br>buy)               | \$ 1.09   | 11/16/2018                              |   | A                                       |   | 50,000   |     | 06/01/2017  | 06/01/2026         | Common<br>Stock | 50,000                     |
| Stock<br>Options<br>(right to<br>buy)               | \$ 0.57   | 11/16/2018                              |   | A                                       |   | 75,000   |     | 09/01/2018  | 06/01/2027         | Common<br>Stock | 75,000                     |
| Stock<br>Options<br>(right to<br>buy)               | \$ 0.56   | 11/16/2018                              |   | A                                       |   | 96,397   |     | 02/07/2018  | 02/07/2028         | Common<br>Stock | 96,397                     |
| Stock<br>Options<br>(right to<br>buy)               | \$ 0.8  | 11/16/2018                              |   | A                                       |   | 50,000   |     | 02/15/2018  | 02/15/2023         | Common<br>Stock | 50,000                     |
| Stock<br>Options<br>(right to<br>buy)               | \$ 0.49   | 11/16/2018                              |   | A                                       |   | 100,000  |     | <u>(3)</u>  | 06/08/2028         | Common<br>Stock | 100,000                    |
|   | \$ 0.75   | 11/16/2018                              |   | A                                       |   | 133,334  |     | 01/31/2018  | 01/31/2023         |                 | 133,334                    |

|                               |         |            |   |         |            |            |                 |                 |  |
|-------------------------------|---------|------------|---|---------|------------|------------|-----------------|-----------------|--|
| Warrants<br>(right to<br>buy) |         |            |   |         |            |            |                 | Common<br>Stock |  |
| Warrants<br>(right to<br>buy) | \$ 0.75 | 11/16/2018 | A | 66,666  | 01/31/2018 | 07/26/2022 | Common<br>Stock | 66,666          |  |
| Warrants<br>(right to<br>buy) | \$ 1.35 | 11/16/2018 | A | 250,000 | 05/10/2016 | 05/10/2021 | Common<br>Stock | 250,000         |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Naydenov Jordan G<br>1111 MAIN STREET, SUITE 660<br>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).

- 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 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.
- (1) 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).
- (2) The options (including predecessor options) vest in four equal quarterly installments commencing on September 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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