

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

**FORM 144  
NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

<b>OMB APPROVAL</b>	
OMB Number:	3235-0101
Expires:	June 30, 2020
Estimated average burden hours per response .....	1.00

<b>SEC USE ONLY</b>	
DOCUMENT SEQUENCE NO.	

CUSIP NUMBER
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WORK LOCATION
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1 (a) NAME OF ISSUER (Please type or print) <b>CYTODYN INC.</b>		(b) IRS IDENT. NO. <b>83-1887078</b>	(c) S.E.C. FILE NO. <b>000-49908</b>	1 (d) ADDRESS OF ISSUER <b>111 Main Street, Suite 660</b>		CITY <b>Vancouver</b>		STATE <b>WA</b>	ZIP CODE <b>98660</b>	(e) TELEPHONE NO. AREA CODE <b>3 6 0</b>	NUMBER <b>9 8 0 8 5 2 4</b>
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD <b>DAVID WELCH TR UA 08/05/2020 2020 WELCH CHILDREN'S CHARITABLE REMAINDER UNITRUST</b>			RELATIONSHIP TO ISSUER <b>Director</b>	(c) ADDRESS STREET <b>217 Camino Al Lago</b>		CITY <b>Atherton</b>	STATE <b>CA</b>	ZIP CODE <b>94027</b>			

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c) Number of Shares or Other Units To Be Sold <i>(See instr. 3(c))</i>	(d) Aggregate Market Value <i>(See instr. 3(d))</i>	(e) Number of Shares or Other Units Outstanding <i>(See instr. 3(e))</i>	(f) Approximate Date of Sale <i>(See instr. 3(f))</i> (MO. DAY YR.)	(g) Name of Each Securities Exchange <i>(See instr. 3(g))</i>
		Broker-Dealer File Number					
Common	FIDELITY BROKERAGE SERVICES LLC 245 SUMMER STREET BOSTON MA 02210		500,000	\$2,500,000	570,751,049	12/18/2020	Other

**INSTRUCTIONS:**

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| <p>1. (a) Name of issuer<br/>(b) Issuer's I.R.S. Identification Number<br/>(c) Issuer's S.E.C. file number, if any<br/>(d) Issuer's address, including zip code<br/>(e) Issuer's telephone number, including area code</p> <p>2. (a) Name of person for whose account the securities are to be sold<br/>(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)<br/>(c) Such person's address, including zip code</p> | <p>3. (a) Title of the class of securities to be sold<br/>(b) Name and address of each broker through whom the securities are intended to be sold<br/>(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)<br/>(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice<br/>(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer<br/>(f) Approximate date on which the securities are to be sold<br/>(g) Name of each securities exchange, if any, on which the securities are intended to be sold</p> |
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**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 control number.**

**TABLE I — SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment

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**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
LRFA LLC 217 Camino Al Lago Atherton CA 94027	CYTODYN INC.	10/02/2020	280,000	\$ 848,122.06
		10/05/2020	70,000	\$ 217,247.20
		10/07/2020	250,000	\$ 853,506.14
		10/20/2020	134,333	\$ 406,693.16

**REMARKS:**

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**ATTENTION:** *The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

12/18/2020

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,  
IF RELYING ON RULE 10B5-1

(SIGNATURE)

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

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LRFA LLC 217 Camino Al Lago Atherton CA 94027	CYTODYN INC.	10/15/2020	29,000	\$ 87,018.38
		11/2/2020	100,000	\$ 260,200.00
		11/3/2020	100,000	\$ 275,000.00

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DAVID WELCH TR UA 03/02/2000 2000 David F Welch WELCH CHARITABLE REMAINDER UNITRUST AGREEMENT  217 Camino Al Lago Atherton CA 94027	CYTODYN INC.	10/27/2020	351,788	\$ 886,837.79
		10/28/2020	5,000	\$ 12,399.72
		10/30/2020	81,900	\$ 203,107.47
		11/2/2020	101,812	\$ 258,973.41
		11/23/2020	190,000	\$ 493,400.01

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DAVID WELCH TR UA 03/02/2000 2000 David F Welch WELCH CHARITABLE REMAINDER UNITRUST AGREEMENT  217 Camino Al Lago Atherton CA 94027	CYTODYN INC.	11/24/2020	10,000	\$ 26,494.41
		12/8/2020	259,500	\$ 737,269.79
		12/18/2020	500,000	\$ 2,500,950

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DAVID F WELCH & HEIDI A WELCH TR UA     David F Welch 08/05/2020 2020 WELCH CHILDRENS CHARITABLE REMAINDER UNITRUST  217 Camino Al Lago Atherton CA 94027	CYTODYN INC.	11/12/2020	100,000	\$ 251,594.39
		11/13/2020	81,162	\$ 201,634.37
		11/16/2020	118,838	\$ 307,376.21
		11/17/2020	15,000	\$ 40,224.60
		11/20/2020	185,000	\$ 461,527.71

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	7/31/2019	Private Placement	CYTODYN INC.	500,000	7/31/2019	Cash/Check

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DAVID F WELCH & HEIDI A WELCH TR UA 08/05/2020 2020 WELCH CHILDRENS CHARITABLE REMAINDER UNITRUST  217 Camino Al Lago Atherton CA 94027	David F Welch  CYTODYN INC.	12/8/2020 12/9/2020	300,000 200,000	\$ 957,178.70 \$ 709,004.24

**REMARKS:**

**INSTRUCTIONS:**

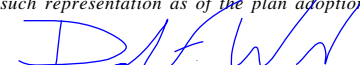
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