

CytoDyn Inc.
Form 8-K
March 20, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): March 20, 2018

CytoDyn Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1111 Main Street, Suite 660

000-49908
(SEC

File Number)

75-3056237
(I.R.S. Employer

Identification No.)

98660

Vancouver, Washington
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code: (360) 980-8524

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events

On March 20, 2018, CytoDyn Inc., a Delaware corporation (the *Company*), issued a notice (the *Notice*) to the holders of certain outstanding warrants to purchase shares of common stock, \$0.001 par value per share (the *Common Stock*), of the *Company*, a copy of which is filed as Exhibit 99.1 to this Form 8-K, stating that the *Company* expects to effect a reverse stock split (the *Reverse Stock Split*) of the *Common Stock* outstanding as of April 17, 2018 (the *Record Date*), in connection with an anticipated uplisting of the *Common Stock* to the Nasdaq Stock Market, subject to postponement at the discretion of the Board of Directors of the *Company* (the *Board*). The *Reverse Stock Split* will be effected at a whole number ratio between one-for-two and one-for-fifteen, to be determined by the Board of Directors prior to the *Record Date*. The *Reverse Stock Split* is expected to be effective on or about April 19, 2018, subject to postponement or withdrawal at the discretion of the Board. The *Reverse Stock Split* was previously approved by the stockholders of the *Company* at a special meeting on November 1, 2017.

Forward-Looking Statements

This Current Report on Form 8-K contains certain forward-looking statements that involve risks, uncertainties and assumptions that are difficult to predict, including statements regarding the *Company*'s current and proposed trials and studies and their enrollment, results, costs and completion. Words and expressions reflecting optimism, satisfaction or disappointment with current prospects, as well as words such as *believes*, *hopes*, *intends*, *estimates*, *expects*, *plans*, *anticipates* and variations thereof, or the use of future tense, identify forward-looking statements, but their absence does not mean that a statement is not forward-looking. The *Company*'s forward-looking statements are not guarantees of performance and actual results could differ materially from those contained in or expressed by such statements. In evaluating all such statements, the *Company* urges investors to specifically consider the various risk factors identified in the *Company*'s Form 10-K for the fiscal year ended May 31, 2017 in the section titled *Risk Factors* in Part I, Item 1A, any of which could cause actual results to differ materially from those indicated by the *Company*'s forward-looking statements.

The *Company*'s forward-looking statements reflect its current views with respect to future events and are based on currently available financial, economic, scientific, and competitive data and information on current business plans. Investors should not place undue reliance on the *Company*'s forward-looking statements, which are subject to risks and uncertainties relating to, among other things: (i) the sufficiency of the *Company*'s cash position and the *Company*'s ongoing ability to raise additional capital to fund its operations, (ii) the *Company*'s ability to complete its Phase 2b/3 pivotal combination therapy trial for PRO 140 (CD02) and to meet the FDA's requirements with respect to safety and efficacy to support the filing of a Biologics License Application, (iii) the *Company*'s ability to meet its debt obligations, if any, (iv) the *Company*'s ability to identify patients to enroll in its clinical trials in a timely fashion, (v) the *Company*'s ability to achieve approval of a marketable product, (vi) design, implementation and conduct of clinical trials, (vii) the results of the *Company*'s clinical trials, including the possibility of unfavorable clinical trial results, (viii) the market for, and marketability of, any product that is approved, (ix) the existence or development of vaccines, drugs, or other treatments for infection with the Human Immunodeficiency Virus that are viewed by medical professionals or patients as superior to the *Company*'s products, (x) regulatory initiatives, compliance with governmental regulations and the regulatory approval process, (xi) general economic and business conditions, (xii) changes in foreign, political, and social conditions, and (xiii) various other matters, many of which are beyond the *Company*'s control. Should one or more of these risks or uncertainties develop, or should underlying assumptions prove to be incorrect, actual results may vary materially and adversely from those anticipated, believed, estimated, or otherwise indicated by the *Company*'s forward-looking statements.

The *Company* intends that all forward-looking statements made in this Current Report on Form 8-K will be subject to the safe harbor protection of the federal securities laws pursuant to Section 27A of the Securities Act of 1933, as amended, to the extent applicable. Except as required by law, the *Company* does not undertake any responsibility to update these forward-looking statements to take into account events or circumstances that occur after the date of this Current Report on Form 8-K. Additionally, the *Company* does not undertake any responsibility to update investors

upon on the occurrence of any unanticipated events which may cause actual results to differ from those expressed or implied by these forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

Exhibit

| (d) | No. | Description. |
|-----|------|-----------------------------------|
| | 99.1 | <u>Notice to Warrant Holders.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CytoDyn Inc.

March 20, 2018

By: */s/ Michael D. Mulholland*
Name: Michael D. Mulholland
Title: Chief Financial Officer