

CYTODYN INC
Form 3
October 06, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 DOCKERY CARL | | (Month/Day/Year) | CYTODYN INC [CYDY] | |
| (Last) | (First) | (Middle) | 09/26/2014 | |
| P.O. BOX 2477 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| LAKELAND,Â FLÂ 33806-2477 | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (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 | 1,864,931 | I <u>(1)</u> | By Alpha Venture Capital Partners, L.P. |
| Common Stock | 230,769 | I <u>(1)</u> | By Alpha Venture Capital Fund, L.P. |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-----------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Warrants to Purchase Common Stock | 10/23/2013 | 10/23/2018 | Common Stock | 932,465 | \$ 0.75 | I ⁽¹⁾ | By Alpha Venture Capital Partners, L.P. |
| Warrants to Purchase Common Stock | 10/23/2013 | 10/23/2018 | Common Stock | 115,385 | \$ 0.75 | I ⁽¹⁾ | By Alpha Venture Capital Fund, L.P. |
| Convertible Promissory Note | 09/26/2014 | 09/26/2016 | Common Stock | 2,000,000 | \$ 1 | I ⁽¹⁾ | By Alpha Venture Capital Partners, L.P. |
| Warrants to Purchase Common Stock | 09/26/2014 | 12/31/2019 | Common Stock | 250,000 | \$ 0.5 | I ⁽¹⁾ | By Alpha Venture Capital Partners, L.P. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DOCKERY CARL P.O. BOX 2477 LAKELAND, FL 33806-2477 | X | | | |

Signatures

/s/ Michael D. Mulholland, as attorney in fact
 Date: 10/06/2014
 Signature of Reporting Person: _____

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 reporting person is the sole member of Alpha Advisors, LLC, the investment advisor for Alpha Venture Capital Partners, L.P. ("AVCP") and Alpha Venture Capital Fund, L.P. ("AVCF"), and the managing member of Alpha Venture Capital Management, LLC, the general partner of AVCP and AVCF. The reporting person disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest in such shares.

Remarks:
 Exhibit 24-Power of Attorney

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.