

Lindqvist Lars, Goran
 Form 4
 April 27, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Lindqvist Lars, Goran

2. Issuer Name and Ticker or Trading Symbol
 Neonode, Inc [NEON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2700 AUGUSTINE DR, SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/26/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

SANTA CLARA, CA 95054

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)	Code V Amount (D) Price		

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)				
stock option	\$ 4.25	04/26/2012	A		90,000 (1)	04/26/2012(1)	04/26/2019	common stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lindqvist Lars, Goran 2700 AUGUSTINE DR, SUITE 100 SANTA CLARA, CA 95054			X	

Signatures

Lars lindqvist 04/27/2012
 __Signature of Date
 Reporting Person

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) Granted 90,000 stock options. 1/3 vest on date fo grant with the remaining unvested options to vest equally over 24 month.
 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. TOM:1px solid #000000">

Aggregate Amount Beneficially Owned by Each Reporting Person:

22,494,631

12.

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13.

Percent of Class Represented by Amount in Row (11):

7.4%*

14.

Type of Reporting Person (See Instructions):

IN

* See Item 5 for additional information.

CUSIP No. 23283M101

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only):

ProstaGene, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

Number of 7. Sole Voting Power:

Shares

Beneficially 5,955,555*

8. Shared Voting Power:

Owned by

Each

0

Reporting 9. Sole Dispositive Power:

Person

With 5,955,555*

10. Shared Dispositive Power:

Explanation of Responses:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

5,955,555*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

2.0%*

14. Type of Reporting Person (See Instructions):

CO

* See Item 5 for additional information.

EXPLANATORY NOTE

This Amendment No. 1 (this Amendment) to Schedule 13D is being filed jointly by (i) Dr. Richard G. Pestell, a citizen of Australia and the United States of America (Dr. Pestell), as the founder and majority equity holder of ProstaGene, LLC, a Delaware limited liability company (ProstaGene, and together with Dr. Pestell, the Reporting Persons), and (ii) ProstaGene.

This Amendment is being filed to supplement and amend the Schedule 13D filed with the Securities and Exchange Commission on November 26, 2018 (the prior Schedule 13D) with respect to beneficial ownership of the shares of Common Stock, par value \$.001 per share (the Common Stock) of CytoDyn Inc., a Delaware corporation (the Issuer). The prior Schedule 13D, as amended and supplemented by this Amendment, is referred to herein as this Schedule 13D.

This Amendment constitutes an exit filing for ProstaGene.

This Amendment hereby amends Item 5 of the prior Schedule 13D as follows:

Item 5. Interest in Securities of the Issuer.

Item 5 is amended and restated in its entirety to read as follows:

(a)-(b) Beneficial ownership percentage is based upon 304,153,264 shares of Common Stock of the Issuer, issued and outstanding as of February 13, 2019, based on information reported by the Issuer in its prospectus filed pursuant to Rule 424(b)(3), filed with the Securities and Exchange Commission on February 14, 2019. Dr. Pestell is the founder and majority equity holder of ProstaGene, of which substantially all the assets and certain liabilities were acquired by the Issuer on November 16, 2018, as reported in Item 4 and Item 6 of this Schedule 13D.

As of February 13, 2019, Dr. Pestell held a direct interest in (i) 8,342,000 shares of Common Stock that are subject to certain transfer restrictions as set forth in the agreements entered into in connection with the Acquisition, as reported in Item 6 of this Schedule 13D (the Restricted Shares), (ii) 8,197,076 shares of Common Stock subsequently distributed to Dr. Pestell by ProstaGene (the Distribution Shares), and (iii) stock options to purchase 350,000 shares of Common Stock of the Issuer issued to Dr. Pestell in connection with his appointment as the Issuer's Chief Medical Officer (the Option Shares), which are not exercisable within 60 days of the date of this report.

As of February 13, 2019, Dr. Pestell held an indirect interest in (i) 414,351 of the 555,555 remaining shares of Common Stock issued to ProstaGene on the closing date of the Acquisition for further distribution to its members (the Closing Date Shares), and (ii) 4,171,013 of the 5,400,000 shares of common stock held in escrow for the benefit of ProstaGene, as reported in Item 6 of this Schedule 13D (the Escrow Shares).

As a result of the foregoing, for purposes of Reg. Section 240.13d-3, Dr. Pestell may be deemed to beneficially own (i) 8,342,000 Restricted Shares, (ii) 8,197,076 Distribution Shares, (iii) 555,555 Closing Date Shares, and (iv) 5,400,000 Escrow Shares, for an aggregate beneficial ownership percentage of approximately 7.4% of the shares of Common Stock deemed to be issued and outstanding as of February 13, 2019. Dr. Pestell disclaims beneficial ownership of the 5,955,555 shares of Common Stock held directly by ProstaGene except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that any such person is the beneficial owner of these securities for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended, or for any other purpose.

As of February 13, 2019, for purposes of Reg. Section 240.13d-3, ProstaGene may be deemed to beneficially own (i) 555,555 Closing Date Shares, and (ii) 5,400,000 Escrow Shares, for an aggregate beneficial ownership percentage of

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approximately 2.0% of the shares of Common Stock deemed to be issued and outstanding as of February 13, 2019. ProstaGene disclaims beneficial ownership of any shares of Common Stock held directly by Dr. Pestell.

- (c) On February 13, 2019, ProstaGene completed a distribution to its members of 12,702,445 Closing Date Shares, of which 8,197,076 were distributed directly to Dr. Pestell.
- (d) Not applicable.
- (e) As of February 13, 2019, as a result of the distributions reported in Item 6 of this Schedule 13D, ProstaGene ceased to be the beneficial owner of more than five percent of the outstanding shares of Common Stock.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 25, 2019

(Date)

/s/ Richard G. Pestell, M.D., Ph.D.

Richard G. Pestell, M.D., Ph.D.*

PROSTAGENE, LLC *

By: /s/ Richard G. Pestell, M.D., Ph.D.

Name: Richard G. Pestell, M.D., Ph.D.

Title: Chief Executive Officer

* This reporting person disclaims beneficial ownership of these reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that any such person is the beneficial owner of these securities for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended, or for any other purpose.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).