

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Navy Capital Green Management LLC (Last) (First) (Middle) 575 LEXINGTON AVENUE, SUITE 4027 (Street) NEW YORK, NY 10022 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/06/2018	3. Issuer Name and Ticker or Trading Symbol CLS Holdings USA, Inc. [CLSH]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> See Remark(1)	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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)	7,500,000	I	See Remark(1) and Footnote (1)

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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants	08/06/2018	08/06/2021	Common Stock	7,500,000	\$ 0.6	I	See Remark(1) and Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Navy Capital Green Management LLC 575 LEXINGTON AVENUE SUITE 4027 NEW YORK, NY 10022		X		See Remark(1)
Navy Capital Green Management Partners LLC 575 LEXINGTON AVENUE SUITE 4027 NEW YORK, NY 10022		X		
Navy Capital Green Fund, LP 575 LEXINGTON AVENUE SUITE 4027 NEW YORK, NY 10022		X		See Remark(2)
Kaden John 575 LEXINGTON AVENUE SUITE 4027 NEW YORK, NY 10022		X		
Stiefel Sean 575 LEXINGTON AVENUE SUITE 4027 NEW YORK, NY 10022		X		

Signatures

/s/ John Kaden, Manager for Navy Capital Green Management, LLC <small>Signature of Reporting Person</small>		01/10/2019 <small>Date</small>
/s/ Sean Stiefel, Manager for Navy Capital Green Management, LLC <small>Signature of Reporting Person</small>		01/10/2019 <small>Date</small>

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) This amount reflects the amount of securities held by the Fund immediately following the transaction requiring the filing of this statement. The transaction was a private placement purchase in which the Fund purchased 7,500,000 indirect pecuniary interest therein, and this report shall not be deemed an admission that either the Investment Manager, NCG, John Kaden and Sean Stiefel are the beneficial owner of such securities for purposes of Section 16 or

Remarks:

Remark(1): This Form 3 is being filed by Navy Capital Green Management, LLC (the " Investment Manager") on behalf of itself and Navy Capital Green Management Partners, LLC ("NCG"), Navy

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.

Information Regarding Joint Filers

Designated Filer of Form 3: Navy Capital Green Management, LLC

Date of Earliest Transaction Required to be Reported: 08/06/18

Issuer Name and Ticker Symbol: CLS Holdings USA, Inc. (CLSH)

Names: Navy Capital Green Management Partners, LLC, Navy Capital Green Fund, LP, John Kaden and Sean Stiefel

Address: Navy Capital Green Management Partners, LLC
575 Lexington Avenue, Suite 4027
New York, NY 10022

Signatures:

The undersigned, Navy Capital Green Management Partners, LLC, Navy Capital Green Fund, LP, John Kaden and Sean Stiefel are jointly filing the attached Statement of Beneficial Ownership of Securities on Form 3 with Navy Capital Green Management, LLC with respect to the beneficial ownership of securities of CLS Holdings USA, Inc.

NAVY CAPITAL GREEN MANAGEMENT PARTNERS, LLC

By: John Kaden, manager

By: /s/ John Kaden
John Kaden

By: Sean Stiefel, manager

By: /s/ Sean Stiefel
Sean Stiefel

NAVY CAPITAL GREEN FUND, LP

By: Navy Capital Green Management Partners, LLC, its general partner.

By: John Kaden, manager of general partner

By: /s/ John Kaden
John Kaden

By: Sean Stiefel, manager of general partner

By: /s/ Sean Stiefel
Sean Stiefel

JOHN KADEN

By: /s/ John Kaden
John Kaden

SEAN STIEFEL

By: /s/ Sean Stiefel
Sean Stiefel
