

FORM 4

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Koretsky Frank		2. Issuer Name and Ticker or Trading Symbol CLS Holdings USA, Inc. [CLSH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/12/2016		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
11767 SOUTH DIXIE HIGHWAY, #115			4. If Amendment, Date Original Filed (Month/Day/Year)		
(Street) MIAMI, FL 33156					
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock							5,000,000		D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Derivative Security	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) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Promissory Note	\$ 0.75	01/12/2016		<u>j(1)</u>		\$ 895,000	01/12/2016	<u>(4)</u>	Common Stock	2,386,667 <u>(7)</u>	\$ 895,000	2,386,667	D	
Convertible Promissory Note	\$ 1.07	04/11/2016		<u>j(2)</u>		\$ 380,000	04/11/2016	<u>(5)</u>	Common Stock	710,280 <u>(7)</u>	\$ 380,000	710,280	D	
Convertible Promissory Note	\$ 1.07	07/20/2016		<u>j(3)</u>		\$ 210,000	07/20/2016	<u>(6)</u>	Common Stock	392,523 <u>(7)</u>	\$ 210,000	392,523	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koretsky Frank 11767 SOUTH DIXIE HIGHWAY, #115 MIAMI, FL 33156	X	X		

Signatures

/s/ Frank Koretsky	07/26/2016
Signature of Reporting Person	Date

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).

This Note bears interest at the rate of 6% per annum. At the election of the Reporting Person, all principal and accrued interest under the Note may be converted into the Issuer's common (1) stock, with one "Unit" issued for each \$0.75 converted and each Unit consisting of one share of common stock and a five-year warrant to purchase one share of common stock at an exercise price of \$1.00 per share.

This Note bears interest at the rate of 6% per annum through February 29, 2016 and 10% per annum thereafter. At the election of the Reporting Person, all principal and accrued interest (2) under the Note may be converted into the Issuer's common stock. For each \$1.07 converted, the Reporting Person will receive one share of common stock and a five-year warrant to purchase one share of common stock at an exercise price of \$1.07 per share.

This Note bears interest at the rate of 10% per annum. At the election of the Reporting Person, all principal and accrued interest under the Note may be converted into the Issuer's common (3) stock. For each \$1.07 converted, the Reporting Person will receive one share of common stock and a five-year warrant to purchase one share of common stock at an exercise price of \$1.07 per share.

- (4) The Note is convertible, at the election of the Reporting Person, at any time prior to payment or prepayment in full and matures on January 1, 2019. Warrants issued in connection with such an election will expire five years from issuance.
- (5) The Note is convertible, at the election of the Reporting Person, at any time prior to payment or prepayment in full and matures on April 1, 2019. Warrants issued in connection with such an election will expire five years from issuance.
- (6) The Note is convertible, at the election of the Reporting Person, at any time prior to payment or prepayment in full and matures on July 1, 2019. Warrants issued in connection with such an election will expire five years from issuance.
- (7) Includes shares underlying the warrants, but excludes shares potentially issuable upon conversion of accrued interest on the Notes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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