

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 or Section 30(h) of the Investment Company Act of 1940

(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 type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
11767 S. DIXIE HIGHWAY, STE 115			3. Date of Earliest Transaction (Month/Day/Year) 05/31/2017			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		
MIAMI, FL 33156			4. If Amendment, Date Original Filed (Month/Day/Year)					
(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	05/31/2017		M		200,880	A	\$ 0.25	200,880	I (1)	See Footnote
Common Stock	05/31/2017		M		1,670,108	A	\$ 0.25	1,870,988	I (1)	See Footnote
Common Stock	05/31/2017		M		3,912,356	A	\$ 0.25	8,912,356	D	
Common Stock	05/31/2017		M		1,661,208	A	\$ 0.25	10,573,564	D	
Common Stock	05/31/2017		M		886,712	A	\$ 0.25	11,460,276	D	
Common Stock	05/31/2017		M		636,988	A	\$ 0.25	12,097,264	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)

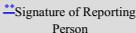
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Demand Convertible Promissory Note	\$ 0.25	05/31/2017		J (2)			\$ 618,000	05/31/2017	(4)	Common Stock	2,472,000 (11)	\$ 618,000	2,472,000	I (1)	See Footnote
Convertible Promissory Note	\$ 0.25 (3)	05/31/2017		M			\$ 50,220	01/10/2017	(5)	Common Stock	200,800	\$ 0.25	0	I (1)	See Footnote
Convertible Promissory Note	\$ 0.25 (3)	05/31/2017		M			\$ 417,527	01/10/2017	(5)	Common Stock	1,670,108	\$ 0.25	0	I (1)	See Footnote
Convertible Promissory Note	\$ 0.25 (3)	05/31/2017		M			\$ 978,089	01/12/2016	(6)	Common Stock	3,912,356	\$ 0.25	0	D	
Convertible Promissory Note	\$ 0.25 (3)	05/31/2017		M			\$ 415,302	04/11/2016	(7)	Common Stock	1,661,208	\$ 0.25	0	D	
Convertible Promissory Note	\$ 0.25 (3)	05/31/2017		M			\$ 221,678	07/20/2016	(8)	Common Stock	886,712	\$ 0.25	0	D	
Convertible Promissory Note	\$ 0.25 (3)	05/31/2017		M			\$ 159,247	08/03/2016	(9)	Common Stock	636,988	\$ 0.25	0	I (12)	See Footnote
Convertible Promissory Note	\$ 0.25 (13)							03/31/2017	(10)	Common Stock	480,000 (11)		480,000	I (1)	See Footnote

Reporting Owners

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

Signatures

/s/ Frank Koretsky	06/02/2017
 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).
- (1) Owned by Newcan Investment Partners LLC, an entity wholly owned by the Reporting Person.
 - (2) 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 stock. For each \$0.25 converted, the Reporting Person will receive one share of common stock. The balance of the terms of this Note have not yet been determined.
 - (3) Convertible Notes were amended to reduce the conversion price to \$0.25 and delete the requirement to issue warrants upon conversion. Shares were issued upon conversion for all accrued interest.
 - (4) Not yet determined.
 - (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 January 2, 2020.
 - (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 January 1, 2019.
 - (7) 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.
 - (8) 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.
 - (9) The Note is convertible, at the election of the Reporting Person, at any time prior to payment or prepayment in full and matures on August 1, 2018.
 - (10) 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, 2020.
 - (11) Excludes shares issuable at the election of the Reporting Person upon conversion of accrued interest (both past and future) into shares of common stock.
 - (12) Owned by CLS Co 2016, LLC, an entity of which the Reporting Person is a member. Since CLS Co 2016, LLC's acquisition of this convertible note, the Reporting Person has taken a controlling position in this entity. Shares issued upon conversion were issued in the name of the Reporting Person.
 - (13) Convertible Note was amended to delete the requirement to issue warrants upon conversion.

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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