

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 BINDER JEFFREY I			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 type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, President and CEO		
11767 S DIXIE HWY, 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		350,000	A	\$ 0.25	5,350,000	D	
Common Stock	05/31/2017		M		215,488	A	\$ 0.25	5,565,488	D	
Common Stock	05/31/2017		M		184,332	A	\$ 0.25	5,749,820	D	
Common Stock	05/31/2017		M		1,098,888	A	\$ 0.25	6,848,708	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: 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(1)			\$ 149,550	05/31/2017	(4)	Common Stock	598,200	\$ 149,550	598,200	D	
Convertible Promissory Note	\$ 0.25 (2)	05/31/2017		M			\$ 87,500	03/31/2017	(5)	Common Stock	350,000 (9)	\$ 0.25	288,000	D	
Convertible Promissory Note	\$ 0.25 (3)	05/31/2017		M			\$ 53,872	01/12/2016	(6)	Common Stock	215,488	\$ 0.25	0	D	
Convertible Promissory Note	\$ 0.25 (3)	05/31/2017		M			\$ 46,083	04/08/2016	(7)	Common Stock	184,332	\$ 0.25	0	D	
Convertible Promissory Note	\$ 0.25 (3)	05/31/2017		M			\$ 274,722	07/20/2016	(8)	Common Stock	1,098,888	\$ 0.25	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BINDER JEFFREY I 11767 S DIXIE HWY STE 115 MIAMI, FL 33156	X	X	Chairman, President and CEO	

Signatures

/s/ Jeffrey Binder	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).

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.

(1) 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.

(2) Convertible Note was amended to delete the requirement to issue warrants upon conversion.

(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 April 1, 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) Excludes shares issuable at the election of the Reporting Person upon conversion of accrued interest (both past and future) into shares of common stock.

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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