

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 HWY, STE 115			3. Date of Earliest Transaction (Month/Day/Year) 08/23/2017			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)			
Common Stock							1,870,988	I (1)	See Footnote
Common Stock							12,097,264	D	

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

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. 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 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				
Convertible Promissory Note	\$ 0.25	08/23/2017		J(2)		\$ 621,658		08/23/2017	(3)	Common Stock	2,486,632 (4)	\$ 621,658	2,486,632	I (1)	See Footnote
Convertible Promissory Note	\$ 0.25	08/23/2017		J(2)		\$ 70,000		08/23/2017	(3)	Common Stock	280,000 (4)	\$ 70,000	280,000	I (1)	See Footnote
Demand Convertible Promissory Note	\$ 0.25	08/23/2017		J(5)		\$ 618,000		05/31/2017	(6)	Common Stock	2,472,000 (4)	\$ 618,000	0	I (1)	See Footnote
Convertible Promissory Note	\$ 0.25 (7)							03/31/2017	(8)	Common Stock	480,000 (4)		480,000	I (1)	See Footnote

Reporting Owners

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

Signatures

/s/ Frank Koretsky 08/25/2017
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.

(3) 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 22, 2020.

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

- (5) Exchange of this demand convertible promissory note for convertible promissory note in the amount of \$621,658.
(6) This note has been finalized and replaced by a convertible promissory note in the amount of \$621,658, which replacement note includes additional amounts loaned by the Reporting Person.
(7) Convertible Note was amended to delete the requirement to issue warrants upon conversion.
(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 April 1, 2020.

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.