

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 * Newcan Investment Partners LLC			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 type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) 16047	(First) COLLINS	(Middle) AVENUE, APT. 503	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2018					
(Street) SUNNY ISLES BEACH, FL 33160			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(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	03/12/2018		M		50,685	A	\$ 0.3125	1,921,673	D	
Common Stock	03/12/2018		M		9,027	A	\$ 0.3125	1,930,700	D	
Common Stock	03/12/2018		M		427,187	A	\$ 0.3125	2,357,887	D	
Common Stock	03/12/2018		M		2,173,088	A	\$ 0.3125	4,530,975	D	
Common Stock	03/12/2018		M		236,810	A	\$ 0.3125	4,767,785	D	
Common Stock	03/12/2018		M		100,525	A	\$ 0.3125	4,868,310	D	
Common Stock	03/12/2018		M		377,898	A	\$ 0.3125	5,246,208	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 15,839 (1)	01/10/2017	(2)	Common Stock	50,685	\$ 0.3125	0	D	
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 2,821 (1)	01/10/2017	(2)	Common Stock	9,027	\$ 0.3125	0	D	
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 133,496	03/31/2017	(3)	Common Stock	427,187	\$ 0.3125	0	D	
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 679,090	08/23/2017	(4)	Common Stock	2,173,088	\$ 0.3125	0	D	
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 74,003	08/23/2017	(4)	Common Stock	236,810	\$ 0.3125	0	D	
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 31,414	10/09/2017	(5)	Common Stock	100,525	\$ 0.3125	0	D	
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 118,093	01/05/2018	(6)	Common Stock	377,898	\$ 0.3125	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Newcan Investment Partners LLC 16047 COLLINS AVENUE, APT. 503 SUNNY ISLES BEACH, FL 33160		X		

Signatures

/s/ Frank Koretsky, Sole Member		03/14/2018
<small>Signature of Reporting Person</small>		<small>Date</small>

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) Represents conversion of remaining unpaid interest that accrued on a convertible promissory note that was converted on May 31, 2017.
- (2) 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.
- (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 April 1, 2020.
- (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 August 22, 2020.
- (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 October 8, 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 April 1, 2021.

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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