

# 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

## 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 <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2018						
11767 SOUTH DIXIE HIGHWAY, #115			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			
(Street)	(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
MIAMI, FL 33156									

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	I (U)	See Footnote
Common Stock	03/12/2018		M		9,027	A	\$ 0.3125	1,930,700	I (U)	See Footnote
Common Stock	03/12/2018		M		427,187	A	\$ 0.3125	2,357,887	I (U)	See Footnote
Common Stock	03/12/2018		M		2,173,088	A	\$ 0.3125	4,530,975	I (U)	See Footnote
Common Stock	03/12/2018		M		236,810	A	\$ 0.3125	4,767,785	I (U)	See Footnote
Common Stock	03/12/2018		M		100,525	A	\$ 0.3125	4,868,310	I (U)	See Footnote
Common Stock	03/12/2018		M		377,898	A	\$ 0.3125	5,246,208	I (U)	See Footnote
Common Stock	03/12/2018		M		29,786	A	\$ 0.3125	12,127,050	D	
Common Stock	03/12/2018		M		71,091	A	\$ 0.3125	12,198,141	D	
Common Stock	03/12/2018		M		50,307	A	\$ 0.3125	12,248,448	D	
Common Stock	03/12/2018		M		27,805	A	\$ 0.3125	12,276,253	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				
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 15,839	(2)	01/10/2017	(3)	Common Stock	50,685	\$ 0.3125	0	I (U)	See Footnote
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 2,821	(2)	01/10/2017	(3)	Common Stock	9,027	\$ 0.3125	0	I (U)	See Footnote
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 133,496		03/31/2017	(4)	Common Stock	427,187	\$ 0.3125	0	I (U)	See Footnote
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 679,090		08/23/2017	(5)	Common Stock	2,173,088	\$ 0.3125	0	I (U)	See Footnote
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 74,003		08/23/2017	(5)	Common Stock	236,810	\$ 0.3125	0	I (U)	See Footnote

Note Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 31,414	10/09/2017	(6)	Common Stock	100,525	\$ 0.3125	0	I (1)	See Footnote
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 118,093	01/05/2018	(7)	Common Stock	377,898	\$ 0.3125	0	I (1)	See Footnote
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 9,308 (8)	08/03/2016	(9)	Common Stock	29,786	\$ 0.3125	0	D	
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 22,216 (2)	01/12/2016	(10)	Common Stock	71,091	\$ 0.3125	0	D	
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 15,721 (2)	04/11/2016	(11)	Common Stock	50,307	\$ 0.3125	0	D	
Convertible Promissory Note	\$ 0.3125	03/12/2018		M		\$ 8,689 (2)	07/26/2016	(12)	Common Stock	27,805	\$ 0.3125	0	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	03/14/2018
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) Represents conversion of remaining unpaid interest that accrued on a convertible promissory note that was converted on May 31, 2017.
- (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 January 2, 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 April 1, 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 August 22, 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 October 8, 2020.
- (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, 2021.
- Represents conversion of remaining unpaid interest that accrued on a convertible promissory note held by CLS Co 2016, LLC, an entity of which the Reporting Person is a member, that
- (8) was converted on May 31, 2017. Since CLS Co 2016, LLC's acquisition of this convertible note, the Reporting Person has taken a controlling position in this entity and shares issued upon conversion were issued in the name of the Reporting Person.
- (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 January 1, 2019.
- (11) 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.
- (12) 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.

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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