

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 Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/23/2018					
C/O 11767 SOUTH DIXIE HIGHWAY, #115								
(Street)			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		
MIAMI, FL 33156								
(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	10/23/2018		M		196,336	A	\$ 0.4	5,442,544	I (1)	See Footnote
Common Stock								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
Convertible Promissory Note	\$ 0.4	10/23/2018		M		\$ 78,534.25		08/06/2018	(2)	Common Stock	196,336	\$ 0.4	0	I (1)	See Footnote
Special Warrants	(3)							(4)	(5)	Special Warrants (6)	1,089,608 (7)		1,089,608	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koretsky Frank C/O 11767 SOUTH DIXIE HIGHWAY, #115 MIAMI, FL 33156	X	X		

Signatures

/s/ Frank Koretsky
Signature of Reporting Person

10/25/2018
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) 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 1, 2021.

(3) Convertible for no additional consideration.

Each Special Warrant will be deemed to be automatically exercised on behalf of, and without any further action or payment required on the part of, the Reporting Person at 5:00 p.m. (Toronto time) on the date that is the earlier of: (i) the fifth business day after the date a receipt is issued for a final prospectus qualifying the distribution of the Shares and the Warrants by the securities regulatory authorities in the provinces of British Columbia, Alberta, Manitoba and Ontario; and (ii) October 28, 2018.

(5) The Special Warrants do not have an expiration date. The Warrants expire 36 months from the date that the Issuer's common stock is listed on a recognized Canadian stock exchange.

Each unexercised Special Warrant now entitles the Reporting Person to receive 1.1 shares and one Warrant to purchase 1.1 shares of the Issuer's common stock for a price of CAD\$0.65 per share because the Issuer did not receive a receipt from the applicable Canadian securities authorities for a final prospectus qualifying the distribution of the underlying shares (as defined in the Special Warrants) by August 20, 2018.

(7) The number of Special Warrants held by the Reporting Person has been corrected from the number as originally reported in the Reporting Person's Form 4 filed on July 26, 2018.

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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