

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 <small>(Last) (First) (Middle)</small> 11767 S DIXIE HWY, STE 115 <small>(Street)</small> MIAMI, FL 33156 <small>(City) (State) (Zip)</small>			2. Issuer Name and Ticker or Trading Symbol CLS Holdings USA, Inc. [CLSH]		3. Date of Earliest Transaction (Month/Day/Year) 11/30/2018		4. If Amendment, Date Original Filed (Month/Day/Year)		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO		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	
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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	11/30/2018		C		244,444 (1)	A	\$ 0	8,717,971	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	08/07/2018		J	(2)	120,000	04/06/2018	(3)	Common Stock	120,000 (4)	\$ 37,500	0	D	
Special Warrants	(5)	11/30/2018		C		222,222 (1)	11/30/2018	(6)	Units	222,222	\$ 0	0	D	
Warrants	\$ 0.65	11/30/2018		C		244,444 (1)	11/30/2018	01/06/2021	Common Stock	244,444	\$ 0	244,444	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		Chairman and CEO	

Signatures

/s/ Jeffrey I. Binder 01/31/2019
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).

222,222 Special Warrants were deemed automatically exercised on behalf of, and without any further action or additional consideration required on the part of, the Reporting Person on November 30, 2018. The Special Warrants entitled the Reporting Person to acquire 1.1 Units per Special Warrant, with each Unit comprised of one common share and one common share purchase warrant, resulting in the issuance of 244,444 shares of common stock and common share purchase warrants to the Reporting Person. The common share purchase warrants are exercisable at CAD\$0.65 per share and expire on January 6, 2021.

(1) Represents repayment in full by the Issuer of the Convertible Promissory Note.

(2) The Note was convertible, at the election of the Reporting Person, at any time prior to payment or prepayment in full and had a maturity date of April 1, 2021.

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

(4) Exercisable for no additional consideration.

(5) The Special Warrants did not have an expiration date.

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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