

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 - Navy Capital Green Management 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) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____		
(Last) 28 REICHERT CIRCLE,	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2022				
(Street) WESTPORT, CT 06880	(City)	(State)	(Zip)	4. If Amendment, Date Original Filed(Month/Day/Year) X Form filed by One Reporting Person X Form filed by More than One Reporting Person		

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			

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				
Warrants	\$ 0.4125	01/04/2022		P		606,060		01/04/2022	01/04/2025	Common Stock	606,060	\$ 0.4125	28,758,914	I	See Remark(1) and Footnotes (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Navy Capital Green Management LLC 28 REICHERT CIRCLE WESTPORT, CT 06880		X		
Navy Capital Green Management Partners LLC 28 REICHERT CIRCLE WESTPORT, CT 06880		X		
Navy Capital Green Fund, LP 28 REICHERT CIRCLE WESTPORT, CT 06880		X		
Navy Capital Green Co-Invest Fund, LLC 28 REICHERT CIRCLE WESTPORT, CT 06880		X		
Navy Capital Green Co-Invest Partners LLC 28 REICHERT CIRCLE WESTPORT, CT 06880		X		
Kaden John C/O NAVY CAPITAL GREEN MANAGEMENT LLC 28 REICHERT CIRCLE WESTPORT, CT 06880		X		
Stiefel Sean C/O NAVY CAPITAL GREEN MANAGEMENT LLC 28 REICHERT CIRCLE WESTPORT, CT 06880		X		
GULATI CHETAN C/O NAVY CAPITAL GREEN MANAGEMENT LLC 28 REICHERT CIRCLE WESTPORT, CT 06880		X		

Signatures

/s/ John Kaden, Manager of Navy Capital Green Management, LLC <small>Signature of Reporting Person</small>	01/07/2022 <small>Date</small>
/s/ Sean Stiefel, Manager of Navy Capital Green Management, LLC <small>Signature of Reporting Person</small>	01/07/2022 <small>Date</small>
/s/ Chetan Gulati, Manager of Navy Capital Green Management, LLC <small>Signature of Reporting Person</small>	01/07/2022 <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).
- This amount reflects the amount of derivative securities held by the Fund and the Co-Investment Fund immediately following the transaction requiring the filing of this statement. The transaction was a private placement purchase in which the Fund purchased a \$500,000 unsecured, non-convertible (1) warrants to purchase 606,060 shares of Common Stock, with an exercise price of \$0.4125 per share of Common Stock. No additional consideration was paid for the warrants. In accordance with Instruction 5(b)(iv) of Form 3, the entire amount of the Issuer's derivative securities held by the Fund is reported herein.
- (2) Footnote (1) continued: Each of the Investment Manager, NCG, NCGP, John Kaden, Chetan Gulati and Sean Stiefel disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest not be deemed an admission that either the Investment Manager, NCG, NCGP, John Kaden, Chetan Gulati and Sean Stiefel are the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

Remarks:

Remark (1): This Form 4 is being filed by Navy Capital Green Management, LLC (the "Investment Manager") on behalf of itself and Navy Capital Green Management Partners, LLC ("NCG"), Navy Capital Green Fund, LP (the "Fund") Invest Fund, LLC (the "Co-Investment Fund"), Navy Capital Green Co-Invest Partners, LLC ("NCGP"), John Kaden, Chetan Gulati and Sean Stiefel. John Kaden, Chetan Gulati and Sean Stiefel are the managers of the Investment Manager, NCG, and NCGP. NCG is the general partner of the Fund and NCGI Investment Fund.

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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Information Regarding Joint Filers

Designated Filer of Form 4: Navy Capital Green Management, LLC

Date of Earliest Transaction Required to be Reported: 01/04/2022

Issuer Name and Ticker Symbol: CLS Holdings USA, Inc. (CLSH)

Names: Navy Capital Green Management Partners, LLC, Navy Capital Green Fund, LP, Navy Capital Green Co-Invest Fund, LLC, Navy Capital Green Co-Invest Partners, LLC, John Kaden, Sean Stiefel and Chetan Gulati

Address: Navy Capital Green Management Partners, LLC
28 Reichert Circle
Westport, CT 06880

Signatures:

The undersigned, Navy Capital Green Management Partners, LLC, Navy Capital Green Fund, LP, Navy Capital Green Co-Invest Fund, LLC, Navy Capital Green Co-Invest Partners, LLC, John Kaden, Sean Stiefel and Chetan Gulati are jointly filing the attached Statement of Changes in Beneficial Ownership of Securities on Form 4 with Navy Capital Green Management, LLC with respect to the beneficial ownership of securities of CLS Holdings USA, Inc.

NAVY CAPITAL GREEN MANAGEMENT PARTNERS, LLC

By: John Kaden, manager

By: /s/ John Kaden
John Kaden

By: Sean Stiefel, manager

By: /s/ Sean Stiefel
Sean Stiefel

NAVY CAPITAL GREEN FUND, LP

By: Navy Capital Green Management Partners, LLC, its general partner.

By: John Kaden, manager of general partner

By: /s/ John Kaden
John Kaden

By: Sean Stiefel, manager of general partner

By: /s/ Sean Stiefel
Sean Stiefel

NAVY CAPITAL GREEN CO-INVEST FUND, LLC

By: Navy Capital Green Co-Invest Partners, LLC

By: John Kaden, manager

By: /s/ John Kaden
John Kaden

By: Sean Stiefel, manager

By: /s/ Sean Stiefel
Sean Stiefel

NAVY CAPITAL GREEN CO-INVEST PARTNERS, LLC

By: John Kaden, manager

By: /s/ John Kaden
John Kaden

By: Sean Stiefel, manager

By: /s/ Sean Stiefel
Sean Stiefel

JOHN KADEN

By: /s/ John Kaden
John Kaden

SEAN STIEFEL

By: /s/ Sean Stiefel
Sean Stiefel

CHETAN GULATI

By: /s/ Chetan Gulati
Chetan Gulati
