

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL	
OMB Number:	3235-0287
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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 COLLINS AVENUE, APT. 503	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/23/2017			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) SUNNY ISLES BEACH, FL 33160			4. If Amendment, Date Original Filed (Month/Day/Year)					
(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							1,870,988		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	\$ 0.25	08/23/2017		(1)			\$ 621,658	08/23/2017	(2)	Common Stock	2,486,632 (3)	\$ 621,658	2,486,632	D	
Convertible Promissory Note	\$ 0.25	08/23/2017		(1)			\$ 70,000	08/23/2017	(2)	Common Stock	280,000 (3)	\$ 70,000	280,000	D	
Demand Convertible Promissory Note	\$ 0.25	08/23/2017		(4)			\$ 618,000	05/31/2017	(5)	Common Stock	2,472,000 (3)	\$ 618,000	0	D	
Convertible Promissory Note	\$ 0.25							03/31/2017	(6)	Common Stock	480,000 (3)		480,000	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	08/25/2017
<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) This Note bears interest at the rate of 10% per annum. At the election of the Reporting Person, all principal and accrued interest under the Note may be converted into the Issuer's common stock. For each \$0.25 converted, the Reporting Person will receive one share of common stock.
- (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 August 22, 2020.
- (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) Exchange of this demand convertible promissory note for convertible promissory note in the amount of \$621,658.
- (5) This note has been finalized and replaced by a convertible promissory note in the amount of \$621,658, which replacement note includes additional amounts loaned by the Reporting Person.
- (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, 2020.

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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