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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 3, 2018

CLS HOLDINGS USA, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation)

333-174705
(Commission File Number)

45-1352286
(I.R.S. Employer Identification No.)

11767 South Dixie Highway, Suite 115
Miami, Florida
(Address of principal executive offices)

33156
(Zip Code)

Registrant's telephone number, including area code: (888) 438-9132

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Securities Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On January 3, 2018, CLS Holdings USA, Inc. (the “Company”) issued a press release announcing that it had received a Notice of Allowance from the U.S. Patent and Trademark Office with respect to its patent application for its proprietary extraction and conversion methodology. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

As provided in General Instruction B.2 of SEC Form 8-K, such information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [CLS Holdings USA, Inc. Press Release dated January 3, 2018.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CLS HOLDINGS USA, INC.

Date: January 3, 2018

By: /s/ Jeffrey I. Binder
Jeffrey I. Binder
Chairman and Chief Executive Officer

CLS Holdings USA Receives a Notice of Allowance from the U.S. Patent Office For its Proprietary Extraction and Conversion Methodology

Opens the door for licensing opportunities

Las Vegas, NV -- (Accesswire) – January 3, 2018 – CLS Holdings USA, Inc. (OTCQB: CLSH) “CLS,” a development stage diversified cannabis company operating as Cannabis Life Science, is pleased to announce that it has received a notice of allowance from the U.S. patent office for its proprietary extraction and conversion methodology.

The proprietary extraction process differs from others that typically use ethanol, supercritical CO2 or butane. The resulting finished product is cleaner and provides for more Delta 9 THC. The Company intends to deploy its proprietary extraction and conversion technology upon completion of its pending acquisition of Oasis Cannabis. Additionally, the Company will look to license its patented extraction process.

Jeff Binder, Chairman and CEO of CLS, stated, “Extraction is a very important and valuable process as the quality and value of the finished product is largely impacted by the quality of its extraction. We are focused on increasing yields and the quality of yields and feel our process gives us a major leg up relative to others in the industry. We have dedicated considerable amounts of resources to this endeavor and to receive this allowance from the US patent office is a milestone for the company. I am truly appreciative of all the efforts and contributions of our team and wish to personally thank our chief scientist and co-founder, Ray Keller”.

Oasis Cannabis is a fully integrated cannabis operation in Nevada. Las Vegas-based Oasis Cannabis’ (<http://oasiscannabis.com>) operations include a grow, extraction, conversion and processing facility, and a retail dispensary. CLS has now executed a definitive agreement to acquire the Oasis Cannabis companies. A non-refundable cash deposit has been paid by CLS. The closing of the transaction, which is subject to the satisfaction of conditions, is expected to occur in the first quarter of 2018.

About Oasis Cannabis (<http://oasiscannabis.com>)

Oasis Cannabis has operated a cannabis dispensary in the Las Vegas market since dispensaries first opened in Nevada in 2015 and has been recognized as one of the top marijuana retailers in the state. Its location within walking distance to the Las Vegas Strip and Downtown Las Vegas in combination with its delivery service to residents allows it to efficiently serve both locals and tourists in the Las Vegas area. The company recently commenced wholesale offerings of cannabis in Nevada with the launch of its City Trees brand of cannabis concentrates and cannabis-infused products in August 2017. An expansion of its cultivation and production facility is currently underway and is expected to be completed during the second quarter of 2018.

Disclaimer

CLS Holdings USA has entered into a definitive agreement to acquire Oasis Cannabis, which is expected to close in the first quarter of 2018. See CLS Holdings USA's filings with the SEC for additional details.

About CLS Holdings USA

CLS Holdings USA, Inc. (OTCQB: CLSH) plans to become a diversified cannabis company and is shifting its corporate strategy to becoming a fully licensed integrated cannabis producer and retailer in Nevada and other western states. Its strategy and business model will be similar to Canopy Growth (WEED.TO), Aurora Cannabis (ACB.TO) and GB Sciences (GBLX).

CLS stands for "Cannabis Life Sciences," in recognition of the Company's patent pending proprietary method of extracting various cannabinoids from the marijuana plant and converting them into products with a higher level of quality and consistency. The Company's business model includes licensing operations, processing operations, processing facilities, sale of products, brand creation and consulting services.

Twitter: @CLSHusa

Forward Looking Statements

This press release contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements relate to anticipated future events, future results of operations or future financial performance. These forward-looking statements include, but are not limited to, statements relating to whether certain transactions will be completed, the terms of such transactions, the descriptions of the companies and the business that any potential target companies could bring to CLS Holdings. In some cases, you can identify forward-looking statements by terminology such as "may," "might," "will," "should," "intends," "expects," "plans," "goals," "projects," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of these terms or other comparable terminology. These forward-looking statements are only predictions, are uncertain and involve substantial known and unknown risks, uncertainties and other factors which may cause our actual results, levels of activity or performance to be materially different from any future results, levels of activity or performance expressed or implied by these forward-looking statements. We cannot guarantee future results, levels of activity or performance and we cannot guaranty that the proposed transactions described in this press release will occur. You should not place undue reliance on these forward-looking statements, which speak only as of the date that they were made. These cautionary statements should be considered together with any written or oral forward-looking statements that we may issue in the future. Except as required by applicable law, we do not intend to update any of the forward-looking statements to conform these statements to reflect actual results, later events or circumstances or to reflect the occurrence of unanticipated events. CLS Holdings USA has entered into a definitive agreement to acquire Oasis Cannabis, which is expected to close in the first quarter of 2018. See CLS Holdings USA filing with the SEC for additional details.

Contact Information

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