
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

CLS Holdings USA, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

12565J100

(CUSIP Number)

**Jeffrey I. Binder
c/o CLS Holdings USA, Inc.
1435 Yarmouth Street
Boulder, Colorado 80304
(888) 438-9132**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 5, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1		NAMES OF REPORTING PERSONS
		Frank Koretsky
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
	PF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
NUMBER OF		17,029,556 (1)
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		-0-
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		17,029,556 (1)
REPORTING	10	SHARED DISPOSITIVE POWER
PERSON		-0-
WITH		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	17,029,556 (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	40.4% (2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	IN	

1		NAMES OF REPORTING PERSONS
		Newcan Investment Partners LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
	AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
NUMBER OF		4,932,292 (3)
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		-0-
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		4,932,292 (3)
REPORTING	10	SHARED DISPOSITIVE POWER
PERSON		-0-
WITH		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,932,292 (3)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	11.7% (4)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	CO	

- (1) Reflects (a) 12,097,264 shares owned by Mr. Koretsky; (b) 1,870,988 shares owned by Newcan Investment Partners LLC, a Delaware limited liability company wholly owned by Mr. Koretsky (“Newcan”); and (c) 3,061,304 shares issuable upon the conversion of convertible promissory notes issued to Newcan. Excludes shares of Common Stock that may be issued upon the conversion of interest accrued or accruing on the outstanding convertible promissory notes issued to Newcan.
 - (2) Calculated on the basis of 42,188,248 shares of Common Stock, consisting of 39,126,944 shares outstanding as of January 9, 2018, as reported on the Company’s Form 10-Q for the quarter ended November 30, 2017 filed January 12, 2018, plus 3,061,304 shares issuable upon conversion of convertible promissory notes issued to Newcan.
 - (3) Reflects (a) 1,870,988 shares owned by Newcan; and (b) 3,061,304 shares issuable upon the conversion of convertible promissory notes issued to Newcan. Excludes shares of Common Stock that may be issued upon the conversion of interest accrued or accruing on the outstanding convertible promissory notes issued to Newcan.
 - (4) Calculated on the basis of 42,188,248 shares of Common Stock, consisting of 39,126,944 shares outstanding as of January 9, 2018, as reported on the Company’s Form 10-Q for the quarter ended November 30, 2017 filed January 12, 2018, plus 3,061,304 shares issuable upon conversion of convertible promissory notes issued to Newcan.
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This Amendment No. 1 to Schedule 13D (this “Amendment No. 1”) amends the information provided in the Statement on Schedule 13D filed on June 6, 2017 (the “Schedule 13D”). Except as otherwise specified in this Schedule 13D Amendment No. 1, all items in Schedule 13D remain unchanged in all material respects. Capitalized terms used herein but not defined herein have the respective meanings ascribed to them in the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of Schedule 13D is hereby amended and restated as follows:

The source of the funds for the acquisition of the promissory notes that were converted into the Common Stock, as reported on the Schedule 13D, was the personal funds of Mr. Koretsky. The source of the funds loaned to the Company, as described in Item 5(c) below was the personal funds of Mr. Koretsky.

ITEM 4. PURPOSE OF TRANSACTIONS

Item 4 of Schedule 13D is hereby amended and restated as follows:

The purpose of the transactions reported on Schedule 13D was to provide working capital to the Company and to increase Mr. Koretsky’s beneficial ownership by converting existing convertible loans into additional shares of Common Stock, which he plans to hold for investment purposes. The purpose of the transactions reported in this Amendment No. 1 was to provide working capital to the Company. Mr. Koretsky may make additional convertible loans to the Company, for working capital purposes, until such time as the Company commences generating revenues.

Except as set forth above, Mr. Koretsky has no present plans or proposals which relate to or would result in the occurrence of any of the events described in Items 4 (a) through (j) of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of Schedule 13D is hereby amended and restated as follows:

(a) and (b) Mr. Koretsky individually owns and exercises sole voting and dispositive power over 12,097,264 shares of Common Stock. In addition, as the sole member of Newcan, Mr. Koretsky may be deemed to have sole voting and dispositive power over the Common Stock owned by Newcan for purposes of Rule 13d-3 and may be deemed to be the beneficial owner of an additional 1,870,988 shares of Common Stock owned by this entity, as well as shares of Common Stock underlying convertible notes held by Newcan to acquire an additional 3,061,304 shares. Collectively, these shares represent approximately 40.4% of the outstanding shares of Common Stock of the Company, calculated on the basis of 42,188,248 shares of Common Stock, which consists of 39,126,944 shares outstanding as of January 9, 2018, as reported, plus 3,061,304 shares issuable upon conversion of convertible promissory notes issued to Newcan.

Newcan beneficially owns and exercises sole voting and dispositive power over 1,870,988 shares of Common Stock and holds convertible notes to acquire an additional 3,061,304 shares. The convertible notes may be converted at any time prior to their maturity dates, which are April 1, 2020 with respect to a note issued on March 31, 2017; and August 22, 2020, October 8, 2020, and April 1, 2021 with respect to the August 23, 2017 Notes, the October 9, 2017 Note and the January 5, 2018 Note, respectively, all as defined below, at a conversion price of \$0.3125 per share.

(c) On August 23, 2017, the Company issued convertible promissory notes to Newcan in the amounts of \$621,658 and \$70,000 (the “August 23, 2017 Notes”), and on October 9, 2017 and January 5, 2018, the Company issued convertible promissory notes to Newcan in the amounts of \$29,999.50 (the “October 9, 2017 Note”) and \$115,000 (the “January 5, 2018 Note”, and together with the August 23, 2017 Notes and the October 9, 2017 Note, the “Notes”), to finalize the terms of repayment with respect to certain loans made to the Company by Newcan between January 19, 2017 and December 15, 2017. The Notes, which otherwise contain identical terms, are unsecured and bear interest at the rate of 10% per annum. No payments are required until October 1, 2018 with respect to the August 23, 2017 Notes, and January 2, 2019 and April 1, 2019, with respect to the October 9, 2017 Note and January 5, 2018 Note, respectively, at which time all accrued interest becomes due and payable. Principal will be paid in eight equal quarterly installments, together with interest accrued thereon, beginning on January 2, 2019 with respect to the August 23, 2017 Notes, and April 1, 2019 and July 1, 2019 with respect to the October 9, 2017 Note and the January 5, 2018 Note, respectively. The Notes may be prepaid by the Company with no penalty at any time upon thirty days written notice. Newcan may, at any time prior to payment or prepayment in full, convert all principal and accrued interest thereunder, in whole or in part, into securities of the Company. For each \$0.3125 converted, Newcan will receive one share of the Company’s common stock.

On January 10, 2018, the August 23, 2017 Notes, the October 9, 2017 Note and a convertible promissory note issued to Newcan on March 31, 2017, were amended to increase the conversion price from \$0.25 to \$0.3125.

Neither Mr. Koretsky nor Newcan effected any other transactions in any class of equity securities of the Company in the sixty days prior to the filing of this statement.

(d) Inapplicable.

(e) Inapplicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit No.	Exhibit Description
1	<u>Joint Filing Agreement dated June 5, 2017 between Mr. Frank Koretsky and Newcan Investment Partners LLC*</u>

* Filed as an exhibit to the Schedule 13D filed on June 5, 2017 and incorporated herein by reference.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

NEWCAN INVESTMENT PARTNERS LLC

Dated: February 16, 2018

By: /s/ Frank Koretsky
Name: Frank Koretsky
Title: Sole Member

/s/ Frank Koretsky
Frank Koretsky