
**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: May 8, 2018
(Date of earliest event reported)

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

Commission File Number: **333-174705**

Nevada
(State or other jurisdiction of incorporation)

45-1352286
(IRS Employer Identification No.)

11767 South Dixie Highway, Suite 115, Miami, Florida 33156
(Address of principal executive offices, including zip code)

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

Not Applicable
(Former name or former address, if changed since last report)

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 Exchange 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 May 8, 2018, CLS Holdings USA, Inc. ("CLS" or the "Company") issued a press release announcing that it has entered into an agreement with a Canadian agent, whereby the Agent will sell on a commercially reasonable efforts private placement basis, that number of special warrants of the Company that is equal to aggregate gross proceeds of C\$10,000,000. The press release was issued in compliance with Rule 135c of the Securities Act of 1933, as amended (the "U.S. Securities Act"). A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this report, including the exhibits attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Caution With Respect To Forward-looking Statements:

The information in the press news includes certain "forward-looking statements". All statements in the press release, other than statements of historical fact are forward-looking statements, including but limited to, statements relating to whether certain transactions, including the proposed acquisition and the offering will be completed, the terms and timing of such transactions, receipt of all necessary regulatory approvals, the descriptions of the companies and the business that any potential target companies could bring to CLS. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from statements in this news release regarding our intentions include, without limitation, risks and uncertainties regarding: the timing of the proposed acquisition and closing of the offering; regulatory and legal risks associated with the cannabis industry; investor ability to clear securities through U.S. clearing agencies; volatility of the trading price of our securities; and other risks and uncertainties disclosed in the section entitled "Risk Factors" contained in our Annual Report on Form 10-K for the year ended May 31, 2017. Investors are cautioned that forward-looking statements are not guarantees of future performance and, accordingly, investors should not put undue reliance on forward-looking statements. Any forward-looking statement made by the Company in the press release is based only on information currently available to us and speaks only as of the date on which it is made.

Item 8.01 Other Events.

The Company issued a press release pursuant to Rule 135c of the U.S. Securities Act, related to a proposed offering of special warrants of the Company (the "Special Warrants"), not registered or required to be registered under the U.S. Securities Act. Each Special Warrant will consist of one share of common stock ("Common Share") and one warrant ("Warrant"), exercisable to acquire one share of common stock ("Warrant Share"). None of the Special Warrants, Common Shares, Warrants or Warrant Shares have been registered under the U.S. Securities Act or any state securities laws. The Special Warrants may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. The Company will grant registration rights to file a resale registration statement to register the resale of the Common Shares, Warrants and Warrant Shares. Neither the press release nor this Form 8-K constitutes an offer for sale, or solicitation of an offer to buy, in the United States or to any U.S. Person (as defined in Regulation S under the U.S. Securities) of any equity shares or any other securities of the Company.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 8, 2018.*

* Furnished to not filed with the SEC pursuant to Item 7.01 above.

SIGNATURE

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: May 8, 2018

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 8, 2018.*

* Furnished to not filed with the SEC pursuant to Item 7.01 above.

This is not an offer for sale, or solicitation of an offer to buy, in the United States or to any U.S. Person (as defined in Regulation S under the U.S. Securities Act of 1933, as amended) of any equity shares or any other securities of the Company.

NEITHER THE SPECIAL WARRANTS NOR THE UNITS, COMMON SHARES OR WARRANTS ISSUABLE UPON EXERCISE OF THE SPECIAL WARRANTS OR UNITS HAVE BEEN OR WILL BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT"), OR ANY SECURITIES LAWS OF ANY STATE OF THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION OR AN APPLICABLE EXEMPTION FROM SUCH REGISTRATION REQUIREMENTS.

CLS Holdings USA, Inc. Announces \$10 Million Brokered Private Placement

Las Vegas, NV – (Globe Newswire) – (May 8, 2018) – CLS Holdings USA, Inc. (OTCQB: CLSH) ("**CLS**" or the "**Company**") a development stage diversified cannabis company operating as Cannabis Life Sciences, today announced that it has entered into an agreement with a Canadian agent (the "**Agent**"), whereby the Agent will sell on a commercially reasonable efforts private placement basis, that number of special warrants of the Company (the "**Special Warrants**") that is equal to aggregate gross proceeds of C\$10,000,000 (the "**Offering**").

Each Special Warrant shall be exercisable into one unit (a "**Unit**") of the Company, at no additional cost, until 5:00 p.m. EST on the earlier of: (a) the date which is 5 business days following the issuance of a receipt for a final long form prospectus by the last of the securities regulatory authorities in the provinces of Canada (other than Quebec), and (b) the date which is 4 months and 1 day following the completion of the Proposed Acquisition (defined below) (the "**Time of Expiry**"). Any Special Warrants that have not been exercised prior to the Time of Expiry will be exercised on behalf of the holders thereof immediately prior to the Time of Expiry.

Each Unit shall consist of one common share (a "**Common Share**") of the Company and one common share purchase warrant (a "**Warrant**"). Each Warrant shall be exercisable into one Common Share of the Company at a price of that is 50% greater than the issue price of the Special Warrants for a period of 36 months from the date of the listing of the Company's Common Shares on a recognized Canadian stock exchange (the "**Listing Date**").

The gross proceeds of the Offering, less 50% of the Agent's Fee (defined below) and the estimated expenses of the Agent (the "**Escrowed Funds**"), will be held in escrow subject to the satisfaction of certain escrow release conditions (the "**Release Conditions**"), as will be further set out in the indenture governing the Special Warrants. If the Release Conditions are not satisfied prior to May 31, 2018, or, if prior to such time, the definitive agreements in respect of the Proposed Acquisition (defined below) are terminated, the Escrowed Funds plus accrued interest shall be used by the Company to repurchase the Special Warrants at a redemption price per Special Warrant equal to the issue price of the Special Warrants plus a pro rata amount of any interest accrued in respect of the Escrowed Funds to the date of redemption.

Closing of the Offering is expected to occur in tranches with the first tranche to occur on or about May 21st, 2018 (the “**Closing Date**”) and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals of the securities regulatory authorities.

Pursuant to the terms of the Offering, the Agent has been granted an option to increase the Offering by 15%, which option is exercisable by the Agents at any time up until the Closing Date.

The Company will pay a cash commission to the Agent equal to 8.0% of the aggregate gross proceeds of the Offering (the “**Agent’s Fee**”). The Agent will receive a corporate finance fee equal to 5.0% of the gross proceeds of the Offering, payable on the Closing Date. The Company will also issue Agent’s warrants to the Agent exercisable for a period of 36 months from the Listing Date to acquire that number of Units which is equal to 8.0% of the number of Units sold under the Offering, at an exercise price that is equal to the issue price of the Special Warrants.

The Company intends to use the net proceeds of the Offering to fund the cash consideration for the proposed acquisition of the outstanding equity interests in three subsidiaries (collectively, “**Oasis Cannabis**”) from Alternative Solutions, LLC (the “**Proposed Acquisition**”) as well as general working capital.

Disclaimer

CLS has executed a definitive agreement to acquire Oasis Cannabis from Alternative Solutions, LLC. The closing of the Proposed Acquisition is subject to the satisfaction of a number of conditions including the Company’s ability to raise cash, and as a result, there can be no assurance that we will be able to close the Proposed Acquisition.

See CLS Holdings USA’s filings with the SEC for additional details.

About Oasis Cannabis (www.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 half of 2018.

About CLS Holdings USA (www.clsholdingsinc.com)

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 states.

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.

For additional information, please visit: <http://www.clsholdingsinc.com>

Twitter: @CLSHusa

Forward Looking Statements and Information

This press release contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995 and forward-looking information as that term is defined under the *Securities Act* (Ontario). These statements relate to anticipated future events, future results of operations or future financial performance. These forward-looking statements and forward-looking information include, but are not limited to, statements relating to whether certain transactions, including the Proposed Acquisition and the Offering will be completed, the terms and timing of such transactions, receipt of all necessary regulatory approvals, the descriptions of the companies and the business that any potential target companies could bring to CLS. In some cases, you can identify forward-looking statements and information 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. Forward-looking statements and forward-looking information 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 or forward-looking information. 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 or forward looking information, 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 or forward-looking information 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 or forward-looking information to conform these statements to reflect actual results, later events or circumstances or to reflect the occurrence of unanticipated events. CLS has entered into a definitive agreement to acquire Oasis Cannabis, which is expected to close in the second quarter of 2018. See CLS Holdings USA filing with the SEC for additional details.

Contact Information

Corporate:

Chairman and CEO

Jeff Binder

jeff@clsholdingsinc.com

888-438-9132

Investors:

Hayden IR

CLSH@haydenir.com

917-658-7878