

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 * Koretsky Frank			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 checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) 11767 SOUTH DIXIE HIGHWAY, #115			3. Date of Earliest Transaction (Month/Day/Year) 08/06/2018					
(Street) MIAMI, FL 33156			4. If Amendment, Date Original Filed (Month/Day/Year)			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		
(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								5,246,208	I (1)	See Footnote
Common Stock								12,276,253	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Promissory Note	\$ 0.4	08/06/2018		J(2)		\$ 75,000	08/06/2018	(3)	Common Stock	187,500 (4)	\$ 75,000	187,500	I (1)	See Footnote
Special Warrants	(5)						(6)	(7)	Special Warrants (8)	1,089,609		1,089,609	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koretsky Frank 11767 SOUTH DIXIE HIGHWAY, #115 MIAMI, FL 33156	X	X		

Signatures

/s/ Frank Koretsky	08/07/2018
<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) Owned by Newcan Investment Partners LLC, an entity wholly owned by the Reporting Person.

(2) 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 \$0.40 converted, the Reporting Person will receive one share of common stock.

(3) The Note is convertible, at the election of the Reporting Person, at any time prior to payment or prepayment in full and matures on October 1, 2021.

(4) Excludes shares 'issuable at the election of the Reporting Person upon conversion of accrued interest (both past and future) into shares of common stock.

(5) Convertible for no additional consideration.

Each Special Warrant will be deemed to be automatically exercised on behalf of, and without any further action or payment required on the part of, the Reporting Person at 5:00 p.m.

- (6) (Toronto time) on the date that is the earlier of: (i) the fifth business day after the date a receipt is issued for a final prospectus qualifying the distribution of the Shares and the Warrants by the securities regulatory authorities in the provinces of British Columbia, Alberta, Manitoba and Ontario; and (ii) October 28, 2018.
- (7) The Special Warrants do not have an expiration date. The Warrants expire 36 months from the date that the Issuer's common stock is listed on a recognized Canadian stock exchange.
- (8) Each Special Warrant is comprised of one Share and one Warrant to purchase one share of common stock for CAD\$0.65 per share.

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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