
**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): November 28, 2023

CLS HOLDINGS USA, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation)

000-55546
(Commission File Number)

45-1352286
(IRS Employer Identification No.)

516 S. 4th Street
Las Vegas, Nevada
(Address of principal executive offices)

89101
(Zip Code)

Registrant's telephone number, including area code: **(888) 359-4666**

(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 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))

Securities registered pursuant to Section 12(b) of the Act: **None.**

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 5.07 Submission of Matters to a Vote of Security Holders

An annual meeting of stockholders of CLS Holdings USA, Inc. (the “Company”) was held on Tuesday, November 28, 2023 (the “Annual Meeting”). There were present by proxy, holders of 42,650,600 shares of common stock, which constituted 58.79 % of the 72,543,141 shares eligible to vote at the Annual Meeting.

Proposal 1: The proposal to elect David Zelinger to serve for a three-year term as the Class III director was approved with the following votes:

<u>For</u>	<u>Abstain</u>
37,082,098	1,694,249

Of the shares voted, 100% voted in favor of Proposal 1.

Proposal 2: The proposal to ratify the appointment of M&K CPAs, PLLC as the Company’s independent registered public accounting firm for the fiscal year ending May 31, 2024 was approved with the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,255,295	1,473,038	2,665

Of the shares voted, 96.55% voted in favor of Proposal 2.

Proposal 3: The proposal to increase the number of authorized shares to 350,000,000 from the current authorized shares of 187,500,000:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
31,420,137	4,096,582	3,259,628

Of the shares voted, 88.46% voted in favor of Proposal 3.

Item 9.01 Financial Statements and Exhibits.

Exhibits

3.1	Certificate of Amendment.
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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: December 1, 2023

By: /s/ Andrew Glashow
Andrew Glashow
Chairman and Chief Executive Officer



FRANCISCO V. AGUILAR
Secretary of State
401 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

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Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and
Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity as on file with the Nevada Secretary of State: CLS Holdings USA, Inc. Entity or Nevada Business Identification Number (NVID): NV20111219661
2. Restated or Amended and Restated Articles: (Select one) (If <u>amending and restating only</u> , complete section 1,2 3, 5 and 6)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____ The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of Amendment Filing Being Completed: (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: <input type="checkbox"/> (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 88.46% <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: _____ Jurisdiction of formation: _____ Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.



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Profit Corporation:

Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)

Certificate to Accompany Restated Articles or Amended and

Restated Articles (PURSUANT TO NRS 78.403)

Officer's Statement (PURSUANT TO NRS 80.030)

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4. Effective Date and Time: (Optional)	Date: <u>12/01/2023</u> Time: _____ (must not be later than 90 days after the certificate is filed)										
5. Information Being Changed: (Domestic corporations only)	Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> The registered agent has been changed. (attach Certificate of Acceptance from new registered agent) <input type="checkbox"/> The purpose of the entity has been amended. <input checked="" type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> The directors, managers or general partners have been amended. <input type="checkbox"/> IRS tax language has been added. <input type="checkbox"/> Articles have been added. <input type="checkbox"/> Articles have been deleted. <input type="checkbox"/> Other. The articles have been amended as follows: (provide article numbers, if available) Article 4 shall be amended as set forth on Exhibit A (attach additional page(s) if necessary)										
6. Signature: Required)	<table border="0"><tr><td>X <u>/s/ Andrew Glashow</u></td><td>CEO and Chairman of the Board</td></tr><tr><td>Signature of Officer or Authorized Signer</td><td>Title</td></tr><tr><td colspan="2"> </td></tr><tr><td>X _____</td><td>Title</td></tr><tr><td>Signature of Officer or Authorized Signer</td><td></td></tr></table> <p>*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.</p>	X <u>/s/ Andrew Glashow</u>	CEO and Chairman of the Board	Signature of Officer or Authorized Signer	Title			X _____	Title	Signature of Officer or Authorized Signer	
X <u>/s/ Andrew Glashow</u>	CEO and Chairman of the Board										
Signature of Officer or Authorized Signer	Title										
X _____	Title										
Signature of Officer or Authorized Signer											
<p align="center">Please include any required or optional information in space below: (attach additional page(s) if necessary)</p>											

This form must be accompanied by appropriate fees.

Exhibit A

The introductory paragraph of Article IV is amended to read as follows:

“The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Three Hundred Fifty Million (350,000,000), consisting of (i) three Hundred Forty-Five Million (345,000,000) shares of common stock, par value \$0.0001 per share (the “Common Stock”) and (ii) Five Million (5,000,000) shares of preferred stock, par value \$0.001 per share (the “Preferred Stock”). The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock of the Corporation are as follows:”

[REMAINDER OF ARTICLE IV IS NOT AFFECTED]