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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): April 30, 2024**

**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 address of principal executive offices that appeared on last report: Not Applicable**

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.

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**Item 8.01**    **Other Events.**

On December 31, 2023 Graham Saunders purchased from CLS Holdings USA, Inc. (the “Company”) that certain Second Amended and Restated Unsecured Debenture in original principal amount of \$250,000 (the “Debenture”). On April 30, 2024, the Company redeemed the Debenture and all accrued but unpaid interest thereunder for a purchase price of \$133,333.32. The Company has cancelled the Debenture, and no further payments or other obligations remain under the Debenture.

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**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: April 30, 2024

By: /s/ Andrew Glashow  
Andrew Glashow  
Chief Executive Officer and Chairman of the  
Board of CLS Holdings USA, Inc.