

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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)

12565J308

(CUSIP Number)

Elmer Louis Werner III
6900 E Camelback Road Ste 1020,
Phoenix, AZ, 85251
(602) 908-2213

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

10/28/2024

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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).

SCHEDULE 13D

CUSIP No. 12565J308

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|---|--|
| 1 | Name of reporting person ELMER LOUIS WERNER, III |
| 2 | Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b) |
| 3 | SEC use only |
| 4 | Source of funds (See Instructions) WC |

| | | |
|--|--|---|
| 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 | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 7 | Sole Voting Power 0.00 |
| | 8 | Shared Voting Power 16,358,109.00 |
| | 9 | Sole Dispositive Power 0.00 |
| | 10 | Shared Dispositive Power 16,358,109.00 |
| 11 | Aggregate amount beneficially owned by each reporting person 16,358,109.00 | |
| 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) 9.93 % | |
| 14 | Type of Reporting Person (See Instructions) IN | |

SCHEDULE 13D

| | |
|-----------|-----------|
| CUSIP No. | 12565J308 |
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| | |
|---|--|
| 1 | Name of reporting person LEM INVESTMENTS LLC |
| 2 | Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b) |
| 3 | SEC use only |
| 4 | Source of funds (See Instructions) WC |
| 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 ARIZONA |

| | | |
|--|---|--|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 7 | Sole Voting Power 0.00 |
| | 8 | Shared Voting Power 16,358,109.00 |
| | 9 | Sole Dispositive Power 0.00 |
| | 10 | Shared Dispositive Power 16,358,109.00 |
| 11 | Aggregate amount beneficially owned by each reporting person 16,358,109.00 | |
| 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) 9.93 % | |
| 14 | Type of Reporting Person (See Instructions) OO | |

SCHEDULE 13D

Item 1. Security and Issuer

(a) **Title of Class of Securities:**

Common Stock

(b) **Name of Issuer:**

CLS Holdings USA, Inc.

(c) **Address of Issuer's Principal Executive Offices:**

516 S. 4th Street, Las Vegas, NEVADA , 89101.

Item 2. Identity and Background

(a) The names of the persons filing this Schedule 13D are LEM Investments LLC and Elmer Louis Werner, III, the managing member of LEM Investments LLC (the "Reporting Persons").

(b) The business address of the Reporting Persons is 6900 E Camelback Road Ste 1020, Phoenix, Arizona 85251.

(c) Mr. Werner's principal business is managing his investments. Mr. Werner conducts this business LEM Investments LLC. LEM Investments LLC's principal business is an investment company.

(d) During the past five years none of the Reporting Persons has been convicted in a criminal proceeding.

(e) During the past five years none of the Reporting Persons has been party to a civil proceeding as a result of which it is subject to a judgment, decree or final order enjoining it from, or mandating activities subject to, federal or state securities laws, or finding it in violation of such laws.

(f) Each of the Reporting Persons is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration

LEM Investments LLC purchased certain of its Common Stock with its working capital. LEM Investments LLC obtained other of its Common Stock upon the conversion of certain convertible notes representing amounts LEM Investments LLC lent to the issuer. Mr. Werner is the beneficial owner of these shares.

Item 4. Purpose of Transaction

The Reporting Persons purchased the Common Stock for investment purposes.

No Reporting Person has any plans or proposals that relate to or would result in any of the transactions or other matters specified in clauses (a) through (j) of Item 4 of Schedule 13D. Each Reporting Person may, at any time and from time to time, review or reconsider its position and/or change its purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer

- (a) Lou Werner III has the shared power to direct the vote and disposition of the shares held by LEM Investments LLC which holds 16,358,109 shares of Common Stock, representing 9.93% of the outstanding Common Stock of CLS Holdings USA, Inc.
- (b) Lou Werner III has the shared power to direct the vote and disposition of the shares held by LEM Investments LLC which holds 16,358,109 shares of Common Stock, representing 9.93% of the outstanding Common Stock of CLS Holdings USA, Inc.
- (c) LEM Investments LLC sold 750,000 shares of Common Stock on October 28, 2024 at a price per share of \$0.04. The sale was conducted as a private transaction to another CLS Holdings USA, Inc. shareholder. Neither LEM Investments LLC nor Mr. Werner completed any other transactions in CLS Holdings USA, Inc. securities in the sixty days prior to October 28, 2024, in the period from October 28, 2024 through the date of filing the Schedule 13D on January 3, 2025, or in the period from January 3, 2025 through the date of filing of this Schedule 13D/A.
- (d) None.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

None.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1 Joint Filing Agreement

SIGNATURE

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

ELMER LOUIS WERNER, III

Signature: /s/ Elmer Louis Werner, III
Name/Title: Elmer Louis Werner, III
Date: 03/21/2025

LEM INVESTMENTS LLC

Signature: /s/ Elmer Louis Werner, III
Name/Title: Elmer Louis Werner, III, Member
Date: 03/21/2025

Exhibit 99.1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them a Statement on Schedule 13D/A (including amendments thereto) with regard to the shares of Common Stock of CLS Holdings USA, Inc., and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, hereby execute this Agreement as of September 30, 2022.

ELMER LOUIS WERNER, III

March 21, 2025

Date

/s/ Elmer Louis Werner, III

Signature

Elmer Louis Werner, III

Name/Title

LEM INVESTMENTS LLC

March 21, 2025

Date

/s/ Elmer Louis Werner, III

Signature

Elmer Louis Werner, III, Member

Name/Title