

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Tribeca Investment Partners Pty Ltd	2. Date of Event Requiring Statement (Month/Day/Year) 09/15/2022	3. Issuer Name and Ticker or Trading Symbol CLS Holdings USA, Inc. [CLSH]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Last) (First) (Middle) LEVEL 23, 1 O'CONNELL STREET			
(Street) SYDNEY C3 2000			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common shares	13,174,402	I	Please refer to Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Convertible Units	09/15/2022	12/31/2023	Common shares	1,126,222	0.4	I	Please refer to Footnotes
Convertible Units	09/15/2022	12/31/2024	Common shares	1,126,222	0.4	I	Please refer to Footnotes
Warrants	09/15/2022	12/31/2024	Common shares	454,545	1.65	I	Please refer to Footnotes
Warrants	09/15/2022	09/15/2025	Common shares	6,026,278	0.4	I	Please refer to Footnotes

Explanation of Responses:

- This Form 3 is being filed by Tribeca Investment Partners Pty Ltd (Investment Manager) on behalf of itself and Tribeca Global Natural Resources Fund, Tribeca Global Natural Resources SPV, Tribeca Global Natural Resources Limited, Tribeca Segregated Portfolio Company on behalf and for the account Tribeca Global Natural Resources Segregated Portfolio, and Tribeca GNR 1 SP (Funds).
- On September 15, 2022, the Issuer entered into an amendment to subscription agreement (each, a Second Amendment) with the relevant Funds regarding a convertible debentures issued by the Issuer to the relevant Funds on December 12, 2018.
- The Second Amendments aimed to, among other things, (i) reduce the conversion price of each debenture from \$0.30 per unit to \$0.10 per unit; (ii) extend the maturity date of each debenture; (iii) include a mandatory conversion provision to permit the Issuer, in its sole discretion, to convert 60% of the amount due under each debenture and accrued interest thereon, into units of the Issuer at a conversion price of \$0.07125 (Mandatory Conversion Price); (iv) reduce the exercise price of each warrant (that is part of a unit received upon conversion) to \$0.10 per share of common stock; and (v) execute Second Amended and Restated Debentures (the Second Amended and Restated Debentures). Each unit comprises one share of the Issuer's common stock and a warrant to purchase half a share of common stock. Please refer to the issuers Press Release dated August 18, 2022 and September 15, 2022, respectively.
- Effective September 21, 2022 (Effective Date), the Issuer effected a reverse stock split of the Issuers issued and outstanding common stock, at a ratio of 1-for-4 (the "Reverse Stock Split"), wherein 1 share of common stock was issued to the Issuer's stockholders who own common stock on the Effective Date, in exchange for every 4 shares of common stock owned by them on the Effective Date. As a result of the Reverse Stock Split, (i) the 4,487,389 shares of common stock originally owned by the relevant Funds before the Reverse Stock Split and the September 15, 2022 conversion were reduced to 1,121,846 shares of common stock; and (ii) the 48,210,225 shares of common stock issued to the relevant Funds upon the September 15, 2022 conversion were reduced to 12,052,556 shares of common stock.
- Resulting from the September 15, 2022 conversion and the September 21, 2022 Reverse Stock Split, 6,026,278 warrants were additionally issued to the relevant Funds. No additional consideration was paid for the warrants.
- The foregoing descriptions of the Second Amendments, the Second Amended and Restated Debentures, and the Warrants are summary descriptions of the material terms thereof and are qualified in their entirety by reference to the full text of the Second Amendments, the Second Amended and Restated Debentures, and the Warrants, which are incorporated by reference hereto. In accordance with Instruction 5(c)(iv) of Form 3, the entire amount of the Issuer's derivative securities held by the Funds is reported herein.
- Tribeca Investment Partners Pty Ltd disclaims, for the purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of its indirect pecuniary interest therein, and this report shall not be deemed an admission that the Investment Manager, is the beneficial owner of such securities for the purposes of Section 16 or for any other purposes.

[Ken Liu, Compliance Manager for Tribeca Investment Partners Pty Ltd](#) 10/19/2022

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.