

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

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)

02/22/2024

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 12565J308

1	Names of Reporting Persons Tribeca Investment Partners Pty Ltd
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization AUSTRALIA

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 0.0 %	
12	Type of Reporting Person (See Instructions) FI	

SCHEDULE 13G

Item 1.

- (a) **Name of issuer:**
CLS Holdings USA, Inc.
- (b) **Address of issuer's principal executive offices:**
516 S. 4TH STREET, 516 S. 4TH STREET, LAS VEGAS, NEVADA, 89101.

Item 2.

- (a) **Name of person filing:**
Tribeca Investment Partners Pty Ltd
- (b) **Address or principal business office or, if none, residence:**
Level 23, 1 OConnell Street, Sydney NSW 2000, Australia
- (c) **Citizenship:**
Australia
- (d) **Title of class of securities:**
Common Stock
- (e) **CUSIP No.:**
12565J308

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Investment Manager

Item 4. Ownership

(a) Amount beneficially owned:

This Form 13G/A 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 Limited, and Tribeca Segregated Portfolio Company on behalf and for the account Tribeca Global Natural Resources Segregated Portfolio (Funds). Tribeca Investment Partners Pty Ltd disclaims, for the purposes of Section 13 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 13 or for any other purposes.

On February 22, 2024 (Effective Date), the Investment Manager and the Issuer entered into a Redemption Agreement for the Investment Manager to dispose of 13,174,402 Common Shares, 454,548 Warrants expiring December 31, 2024, and certain Second Amended and Restated Unsecured Debentures held by the Funds (Transaction). The Transaction was completed subsequent to the Effective Date.

Immediately before the Transaction, 13,174,402 Common Shares accounted for 9.57% of the total issued shares of the Issuer. Immediately after the Transaction, the Investment Manager and/or the Funds have ceased to be the beneficial owner of more than 5 percent of the class of securities of the Issuer.

(b) Percent of class:

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

(ii) Shared power to vote or to direct the vote:

(iii) Sole power to dispose or to direct the disposition of:

(iv) Shared power to dispose or to direct the disposition of:

Item 5. Ownership of 5 Percent or Less of a Class.

Ownership of 5 percent or less of a class

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to Tribeca Investment Partners Pty Ltd is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

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.

Tribeca Investment Partners Pty Ltd

Signature: Ken Liu

Name/Title: Compliance Manager

Date: 05/07/2024