

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person Navy Capital Green Management LLC		2. Issuer Name and Ticker or Trading Symbol CLS Holdings USA, Inc. [CLSH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____	
(Last) (First) (Middle) 575 LEXINGTON AVENUE, SUITE 4027		3. Date of Earliest Transaction (Month/Day/Year) 11/02/2018			
(Street) NEW YORK, NY 10022		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1) (2)	11/02/2018		P		6,250,000	A	\$ 0.8	20,000,000	I	See Remark(1) and Footnote (1) (2)

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$ 1.1	11/02/2018		P		3,125,000		11/02/2018	11/02/2021	Common Stock	3,125,000	\$ 0.8	16,875,000	I	See Remark(1) and Footnote (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Navy Capital Green Management LLC 575 LEXINGTON AVENUE SUITE 4027 NEW YORK, NY 10022		X		
Navy Capital Green Management Partners LLC 575 LEXINGTON AVENUE SUITE 4027 NEW YORK, NY 10022		X		See Remark(1)
Navy Capital Green Fund, LP 575 LEXINGTON AVENUE SUITE 4027 NEW YORK, NY 10022		X		See Remark(2)
Navy Capital Green Co-Invest Fund, LLC 575 LEXINGTON AVENUE SUITE 4027 NEW YORK, NY 10022		X		
Navy Capital Green Co-Invest Partners LLC 575 LEXINGTON AVENUE SUITE 4027 NEW YORK, NY 10022		X		See Remark(1)
Kaden John C/O NAVY CAPITAL GREEN MANAGEMENT LLC 575 LEXINGTON AVENUE, SUITE 4027 NEW YORK, NY 10022		X		
Stiefel Sean 575 LEXINGTON AVENUE SUITE 4027 NEW YORK, NY 10022		X		

Signatures

/s/ John Kaden, Manager of Navy Capital Green Management, LLC		01/10/2019
<small>**Signature of Reporting Person</small>		Date
/s/ Sean Stiefel, Manager of Navy Capital Green Management, LLC		01/10/2019
<small>**Signature of Reporting Person</small>		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

- The amount of 6,250,000 in Table I reflects the amount of common stock beneficially acquired by the Fund and the Co-Investment Fund in the transaction requiring the filing of this statement. The transaction was a private placement of
- (1) Debentures convertible at \$0.80 per unit into an aggregate of 6,250,000 units comprised of 6,250,000 shares of Common Stock as well as 3,125,000 Warrants with an exercise price of \$1.10 per share of Common Stock. In accordance with the terms of the offering, the amount of 6,250,000 units and the Co-Investment Fund is reported herein. Footnote(1) continued in Footnote(2).
- (2) Footnote(2) continued from Footnote(1): Each of the Investment Manager, NCG, NCGP, John Kaden and Sean Stiefel disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities and is deemed an admission that either the Investment Manager, NCG, NCGP, John Kaden and Sean Stiefel are the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

Remarks:

Remark (1): This Form 4 is being filed by Navy Capital Green Management, LLC (the "Investment Manager") on behalf of itself and Navy Capital Green Management Partners, LLC ("NCG"), Navy Capital Green Co-Investment Fund, LLC (the "Co-Investment Fund"), Navy Capital Green Co-Investment Partners, LLC ("NCGP"), John Kaden and Sean Stiefel. John Kaden and Sean Stiefel are the managers of the Investment Manager, NCG, and NCGP. NCG is the general partner of the Fund and the Co-Investment Fund. Remark (2): With respect to the Fund, due to a clerical error, Navy Capital Green International, Ltd., a British Virgin Island limited company, was incorrectly listed in the private placement memorandum.

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

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Information Regarding Joint Filers

Designated Filer of Form 4: Navy Capital Green Management, LLC

Date of Earliest Transaction Required to be Reported: 11/02/18

Issuer Name and Ticker Symbol: CLS Holdings USA, Inc. (CLSH)

Names: Navy Capital Green Management Partners, LLC, Navy Capital Green Fund, LP, Navy Capital Green Co-Invest Fund, LLC, Navy Capital Green Co-Invest Partners, LLC, John Kaden and Sean Stiefel

Address: Navy Capital Green Management Partners, LLC
575 Lexington Avenue, Suite 4027
New York, NY 10022

Signatures:

The undersigned, Navy Capital Green Management Partners, LLC, Navy Capital Green Fund, LP, Navy Capital Green Co-Invest Fund, LLC, Navy Capital Green Co-Invest Partners, LLC, John Kaden and Sean Stiefel are jointly filing the attached Statement of Changes in Beneficial Ownership of Securities on Form 4 with Navy Capital Green Management, LLC with respect to the beneficial ownership of securities of CLS Holdings USA, Inc.

NAVY CAPITAL GREEN MANAGEMENT PARTNERS, LLC

By: John Kaden, manager

By: /s/ John Kaden
John Kaden

By: Sean Stiefel, manager

By: /s/ Sean Stiefel
Sean Stiefel

NAVY CAPITAL GREEN FUND, LP

By: Navy Capital Green Management Partners, LLC, its general partner.

By: John Kaden, manager of general partner

By: /s/ John Kaden
John Kaden

By: Sean Stiefel, manager of general partner

By: /s/ Sean Stiefel
Sean Stiefel

NAVY CAPITAL GREEN CO-INVEST FUND, LLC

By: Navy Capital Green Management Partners, LLC, its manager.

By: John Kaden, manager

By: /s/ John Kaden
John Kaden

By: Sean Stiefel, manager

By: /s/ Sean Stiefel
Sean Stiefel

NAVY CAPITAL GREEN CO-INVEST PARTNERS, LLC

By: Navy Capital Green Management Partners, LLC, its manager.

By: John Kaden, manager

By: /s/ John Kaden
John Kaden

By: Sean Stiefel, manager

By: /s/ Sean Stiefel
Sean Stiefel

JOHN KADEN

By: /s/ John Kaden
John Kaden

SEAN STIEFEL

By: /s/ Sean Stiefel
Sean Stiefel
