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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Navy Capital Green Management, LLC</u> (Last) (First) (Middle) 28 REICHERT CIRCLE (Street) WESTPORT CT 06880 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CLS Holdings USA, Inc. [CLSH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/10/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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	09/10/2024	09/10/2024	S		15,488,901	D	\$0.0387	0	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

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 Securities Underlying Derivative Security (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: 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				
Convertible Notes	\$0.07	09/10/2024		J		1,885,555.37		10/31/2018	01/31/2028	Common Stock	40,404,757	\$2,000,000 ⁽²⁾⁽³⁾	0	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Convertible Notes	\$0.07	09/10/2024		J		\$375,000.7		10/31/2018	01/31/2028	Common Stock	8,035,728	\$2,000,000 ⁽²⁾⁽³⁾	0	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
ConvertibleNotes	\$0.07	09/10/2024		J		\$96,386.27		12/21/2023	01/31/2028	Common Stock	2,065,419	\$2,000,000 ⁽²⁾⁽³⁾	0	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Warrant	\$0.1	09/10/2024		J		\$6,177,216 ⁽²⁾⁽³⁾		12/29/2023	12/29/2026	Common Stock	6,177,216	\$2,000,000 ⁽²⁾⁽³⁾	0	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

1. Name and Address of Reporting Person * <u>Navy Capital Green Management, LLC</u> (Last) (First) (Middle) 28 REICHERT CIRCLE (Street) WESTPORT CT 06880 (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>Navy Capital Green Management Partners LLC</u> (Last) (First) (Middle) 28 REICHERT CIRCLE (Street) WESTPORT CT 06880 (City) (State) (Zip)

1. Name and Address of Reporting Person *		
Navy Capital Green Fund, LP		
(Last)	(First)	(Middle)
28 REICHERT CIRCLE		
(Street)		
WESTPORT	CT	06880
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
Navy Capital Green Co-Invest Fund, LLC		
(Last)	(First)	(Middle)
28 REICHERT CIRCLE		
(Street)		
WESTPORT	CT	06880
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
Navy Capital Green Co-Invest Partners LLC		
(Last)	(First)	(Middle)
28 REICHERT CIRCLE		
(Street)		
WESTPORT	CT	06880
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
Kaden John		
(Last)	(First)	(Middle)
C/O NAVY CAPITAL GREEN MANAGEMENT LLC		
28 REICHERT CIRCLE		
(Street)		
WESTPORT	CT	06880
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
Stiefel Sean		
(Last)	(First)	(Middle)
C/O NAVY CAPITAL GREEN MANAGEMENT LLC		
28 REICHERT CIRCLE		
(Street)		
WESTPORT	CT	06880
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
GULATI CHETAN		
(Last)	(First)	(Middle)
C/O NAVY CAPITAL GREEN MANAGEMENT LLC		
28 REICHERT CIRCLE		
(Street)		
WESTPORT	CT	06880
(City) (State) (Zip)		

Explanation of Responses:

Information Regarding Joint Filers

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

Date of Earliest Transaction Required to be Reported: 9/10/2024

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, Chetan Gulati and Sean Stiefel

Address: Navy Capital Green Management Partners, LLC
28 Reichert Circle
Westport, CT 06880

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, Chetan Gulati and Sean Stiefel are jointly filing the attached Statement of 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

By: Chetan Gulati, manager

By: /s/ Chetan Gulati
Chetan Gulati

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

By: Chetan Gulati, manager of general partner

By: /s/ Chetan Gulati
Chetan Gulati

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 4(b)(v).

**Potential persons who are to respond to the collection of information contained
in this form are not required to respond unless the form displays
a currently valid OMB control number.**

SEC 1474 (11-11)

Page 1 of 2

NAVY CAPITAL GREEN CO-INVEST FUND, LLC

By: Navy Capital Green Co-Invest Partners, LLC

By: John Kaden, manager

By: /s/ John Kaden

John Kaden

By: Sean Stiefel, manager

By: /s/ Sean Stiefel

Sean Stiefel

By: Chetan Gulati, manager

By: /s/ Chetan Gulati

Chetan Gulati

NAVY CAPITAL GREEN CO-INVEST PARTNERS,
LLC

By: John Kaden, manager

By: /s/ John Kaden

John Kaden

By: Sean Stiefel, manager

By: /s/ Sean Stiefel

Sean Stiefel

By: Chetan Gulati, manager

By: /s/ Chetan Gulati

Chetan Gulati