FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

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

	e issuer that is e affirmative defense			
1. Name and Address of Navy Capital G	f Reporting Person [*] reen Managemen	t, LLC	2. Issuer Name and Ticker or Trading Symbol CLS Holdings USA, Inc. [CLSH]	Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/10/2024	Officer (give title Other (specify below)
28 REICHERT CII	CLE		4. If Amendment, Date of Original Filed (Month/Day/Year)	Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person
(Street)				X Form filed by More than One Reporting Person
WESTPORT	CT	06880		
(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)		3. Transac Code (Ir 8)		4. Securities Acc Of (D) (Instr. 3, 4		or Disposed	Securities Beneficially Owned Following Reported		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
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. Transac Code (Ir 8)		5. Number of Derivative Securities Acqu (A) or Disposed (D) (Instr. 3, 4 ar 5)	of	6. Date Exerc Expiration Day/Y	ate			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	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		Reported Transaction(s) (Instr. 4)		
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⁾

s of Reporting Person î		
Green Manageme	nt, LLC	
(First)	(Middle)	
CIRCLE		
CT	06880	
(State)	(Zip)	
s of Reporting Person *		
	nt Partners LLC	
(First)	(Middle)	
CIRCLE		
CT	06880	
	Green Manageme (First) CIRCLE CT (State) s of Reporting Person Green Manageme	Green Management, LLC (First) (Middle) CIRCLE CT 06880 (State) (Zip) s of Reporting Person* Green Management Partners LLC (First) (Middle)

(Last) 28 REICHERT C	(First)	(Middle)
(Street)		
WESTPORT	CT	06880
(City)	(State)	(Zip)
	of Reporting Person* Green Co-Invest	Fund, LLC
(Last) 28 REICHERT C	(First)	(Middle)
(Street) WESTPORT	СТ	06880
	(State)	
(City) 1 Name and Address	of Reporting Person *	(Zip)
	Green Co-Invest	Partners LLC
(Last)	(First)	(Middle)
28 REICHERT C	IRCLE	
(Street)		
WESTPORT	CT	06880
(City)	(State)	(Zip)
1. Name and Address	of Reporting Person*	
Kaden John		
Kaden John (Last)	(First)	(Middle)
(Last) C/O NAVY CAP	(First) ITAL GREEN MAN	, ,
(Last)	(First) ITAL GREEN MAN	, ,
(Last) C/O NAVY CAP	(First) ITAL GREEN MAN	, ,
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- 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 Fund, LP (the "Fund"), Navy Capital Green Fund, LLC (the "Co-Investment Fund"), Navy Capital Green Co-Invest Partners, LLC ("NCGP"), Navy Capital Green Holdings II, LLC ("Holdings" and, together with the Fund and the Co-Investment Fund, "Navy Funds"), John Kaden, Chetan Gulati and Sean Stiefel. John Kaden, Chetan Gulati and Sean Stiefel are the managers of the Investment Manager, NCG, and NCGP. NCG is the general partner of the Fund and NCGP is the manager of the Co-Investment Fund.
- 2. On September 10, 2024 the Issuer entered into a Redemption Agreement (the "Redemption Agreement") with the Navy Funds to redeem (i) the Navy Funds' shares of the Issuer's common stock (the "Shares"); (ii) The Navy Funds' warrants to purchase the Issuer's common stock (the "Warrants"); (iii) The Fund's right, title and interest to (x) the Third Amended and Restated Debenture, dated December 29, 2023, between the Fund and the Issuer (the "Parties") (the "Third Amended and Restated Debenture"), and (y) the Second Amended and Restated Unsecured Debenture" together with the Third Amended and Restated Debenture, the "Debentures");
- 3. Continuance) and (iv) the Co-Investment Fund's right title, and interest in the Third Amended and Restated Debenture, dated December 29, 2023, between the Issuer and the Co-Investment Fund (the "Co-Investment Debenture" together with the Shares, the Warrants and the Debentures, the "Redeemed Securities"). The repurchase price for all of the Warrants and the Debentures was collectively \$2,000,000. The repurchase price for all of the Shares was \$600,000. The Redeemed interests to the Redeemed Securities.
- 4. In accordance with Instruction 4(b)(iv) of Form 4, the entire amount of the Issuer's derivative securities held by the Fund, Co-Investment Fund and Holdings is reported herein. Each of the Investment Manager, NCG, NCGP, Holdings, John Kaden, Chetan Gulati and Sean Stiefel disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that either the Investment Manager, NCG, NCGP, Holdings, John Kaden, Chetan Gulati and Sean Stiefel are the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

\(\s\) John Kaden, Manager of Navy
Capital Green Management, LLC
\(\s\) Sean Stiefel, Manager of Navy
Capital Green Management, LLC
\(\s\) Chetan Gulati, Manager of Navy
Capital Green Management, LLC
\(\s\) Chetan Gulati, Manager of Navy
Capital Green Management, LLC
\(\s\) O9/12/2024
\(\s\) 09/12/2024
\(\s\) 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 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).

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.

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.

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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