

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

Post-Effective Amendment No. 1  
to  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Clever Leaves Holdings Inc.**  
(Exact name of Registrant as specified in its charter)

**British Columbia, Canada**

(State or other jurisdiction of incorporation or organization)

**Not Applicable**

(I.R.S. Employer Identification Number)

**Bodega 19-B Parque Industrial Tibitoc P.H.,  
Tocancipá — Cundinamarca, Colombia  
(561) 634-7430**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Georgette Otero  
Clever Leaves Holdings Inc.  
6501 Congress Ave, Suite 240  
Boca Raton, Florida 33487  
(561) 634-7430**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

Georgette Otero  
Clever Leaves Holdings Inc.  
6501 Congress Ave, Suite 240  
Boca Raton, Florida 33487  
(561) 634-7430

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New York, New York 10007  
(212) 277-4000

**Approximate date of commencement of proposed sale to the public: Not applicable. Removal from registration of all securities that were not sold pursuant to the above referenced registration statement.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 (the "Securities Act"), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller Reporting Company	<input checked="" type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**EXPLANATORY NOTE  
DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 (the "Post-Effective Amendment") is being filed by Clever Leaves Holdings Inc., a corporation organized under the laws of British Columbia (the "Registrant"), to withdraw and remove from registration all of the unsold securities under the Registration Statement on Form S-3 (Registration No. 333-262183) (the "Registration Statement"), which was originally filed with the U.S. Securities and Exchange Commission on January 14, 2022, and became effective on February 11, 2022.

The Registrant is terminating all offerings of its securities pursuant to the Registration Statement. In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities which remain unsold at the termination of the offering, the Registrant hereby removes from registration any of the securities registered but unsold under the Registration Statement as of the date hereof. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tocancipá, Cundinamarca, Colombia, on April 15, 2024.

**CLEVER LEAVES HOLDINGS INC.**

By: /s/ Andres Fajardo  
Name: Andres Fajardo  
Title: Chief Executive Officer

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.

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