

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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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 Pandey Amit			2. Issuer Name and Ticker or Trading Symbol Clever Leaves Holdings Inc. [CLVR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 2px;">Interim CFO</div>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/18/2020			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
489 FIFTH AVENUE, 27TH FLOOR			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) NEW YORK, NY 10017								
(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 shares	12/18/2020		A		39,285	A	(1)	39,285	D	
Common shares	12/18/2020		A		4,483	A	(2)	43,768	D	

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

SEC 1474 (9-02)

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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
Stock Option (right to buy)	\$ 10	12/18/2020		A		4,675		(3)	06/06/2024	Common shares	4,675	(4)	4,675	D	
Stock Option (right to buy)	\$ 10	12/18/2020		A		1,186		(5)	04/17/2025	Common shares	1,186	(4)	1,186	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pandey Amit 489 FIFTH AVENUE, 27TH FLOOR NEW YORK, NY 10017			Interim CFO	

Signatures

/s/ David M. Kastin, under power of attorney	12/22/2020
**Signature of Reporting Person	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).

- Received in exchange for Class A common shares of Clever Leaves International Inc. ("Clever Leaves") based on the exchange ratio of 0.3288 (the "Exchange Ratio") upon completion of the plan of arrangement under the Business Corporations Act (British Columbia) (the "Arrangement") as part the business combination (the "Business Combination") of Clever Leaves and Schultze Special Purpose Acquisition Corp. ("SAMA") pursuant to the Amended and Restated Business Combination Agreement, dated as of November 9, 2020 (the "Business Combination Agreement"), by and among, SAMA, Clever Leaves, Clever Leaves Holdings Inc. (the "Company") and Novel Merger Sub. Inc.
- (1) As part of the Business Combination, each outstanding restricted share unit of Clever Leaves was automatically converted into a restricted share unit of the Company based on the Exchange Ratio in accordance with the Business Combination Agreement.
 - (2) 25% of the options were exercisable as of the closing of the Business Combination on December 18, 2020. The remaining options vest in three equal annual installments beginning on May 15, 2021.
 - (3) As part of the Business Combination, each outstanding option to acquire Class A common shares of Clever Leaves was automatically converted into an option exercisable for common shares of the Company based on the Exchange Ratio in accordance with the Business Combination Agreement.
 - (4) The options were exercisable as of the closing of the Business Combination on December 18, 2020.
 - (5)

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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