

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 Schultze George J	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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
(Last) (First) (Middle) 800 WESTCHESTER AVENUE, SUITE S-632	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2022	
(Street) RYE BROOK, NY 10573	4. If Amendment, Date Original Filed(Month/Day/Year)	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
(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	02/02/2022		A		6,469 (1)	A	\$ 0	6,469	D	
Common shares								2,248,844 (2)	I	See footnote (3)

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					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schultze George J 800 WESTCHESTER AVENUE, SUITE S-632 RYE BROOK, NY 10573	X			

Signatures

/s/ David Kastin, by power of attorney	02/03/2022
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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).

- These shares are restricted share units that were issued pursuant to the Issuer's 2020 Incentive Award Plan, as the initial award to the Reporting Person as a director. Each restricted share unit represents a contingent right to receive one common share of the Issuer. These restricted share units will vest in full on the earlier of (i) the day immediately preceding the date of the Issuer's next annual meeting of shareholders and (ii) the first anniversary of the date of grant, subject to the Reporting Person's continuous service with the Issuer through the vesting date.
- (1) Includes 1,140,423 shares subject to certain vesting and forfeiture arrangements, as described in the Issuer's registration statement on Form S-4 (File No. 333-241707). The securities are held directly by Schultze Special Purpose Acquisition Sponsor, LLC (the "Sponsor") and indirectly by George J. Schultze, who controls both Schultze Asset Management, LP, the manager of the Sponsor, and Schultze Master Fund, Ltd, the majority owner of the Sponsor. Mr. Schultze disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (2) Includes 1,140,423 shares subject to certain vesting and forfeiture arrangements, as described in the Issuer's registration statement on Form S-4 (File No. 333-241707). The securities are held directly by Schultze Special Purpose Acquisition Sponsor, LLC (the "Sponsor") and indirectly by George J. Schultze, who controls both Schultze Asset Management, LP, the manager of the Sponsor, and Schultze Master Fund, Ltd, the majority owner of the Sponsor. Mr. Schultze disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (3) Asset Management, LP, the manager of the Sponsor, and Schultze Master Fund, Ltd, the majority owner of the Sponsor. Mr. Schultze disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Remarks:

Exhibit 24 - Power of Attorney

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

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 number.

POWER OF ATTORNEY

Know all by these present, that the undersigned hereby constitutes and appoints each of David M. Kastin and Pamela L. Marcogliese with full power of substitution, as the undersigned's true and

- (1) execute for and on behalf of the undersigned, in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities beneficially owned,
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and documents related specifically to
- (3) take any other lawful action of any type whatsoever in connection with the foregoing which, in the opinion of any such attorney-in-fact, may be of benefit to, in the best interest of,

The undersigned hereby grants to each such attorney-in-fact with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or each such at

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5, with respect to the undersigned's holdings of and transaction

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of February 2, 2022.

By: _____ \s\
Name: George Schultze