

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

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. )<sup>1</sup>

|  |
|--|
| Versus Systems, Inc.<br>(Name of Issuer)                                     |
| Common Stock, no par value<br>(Title of Class of Securities)                 |
| 92535P808<br>(CUSIP Number)  |
| December 31, 2022<br>(Date of Event Which Requires Filing of this Statement) |

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP No. 92535P808

|   |  |  |
|---|--|--|
| 1   | NAME OF REPORTING PERSON<br><br>Bigger Capital Fund, LP  |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <span style="float: right;">(a) <input checked="" type="checkbox"/><br/>(b) <input type="checkbox"/></span> |  |
| 3   | SEC USE ONLY   |  |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware   |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 5  | SOLE VOTING POWER<br><br>0   |
|   | 6  | SHARED VOTING POWER<br><br>15,625 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*      |
|   | 7  | SOLE DISPOSITIVE POWER<br><br>0  |
|   | 8  | SHARED DISPOSITIVE POWER<br><br>15,625 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>15,625 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*           |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <span style="float: right;"><input type="checkbox"/></span>                             |  |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br><br>Less than one percent*  |  |
| 12  | TYPE OF REPORTING PERSON   |  |

CUSIP No. 92535P808

|   |  |  |
|---|--|--|
| 1   | NAME OF REPORTING PERSON<br><br>Bigger Capital Fund GP, LLC  |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/>                           |  |
| 3   | SEC USE ONLY   |  |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware   |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5  | SOLE VOTING POWER<br><br>0   |
|   | 6  | SHARED VOTING POWER<br><br>15,625 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*      |
|   | 7  | SOLE DISPOSITIVE POWER<br><br>0  |
|   | 8  | SHARED DISPOSITIVE POWER<br><br>15,625 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>15,625 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>  |  |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br><br>Less than one percent*  |  |
| 12  | TYPE OF REPORTING PERSON<br><br>OO   |  |

CUSIP No. 92535P808

|   |  |  |
|---|--|--|
| 1   | NAME OF REPORTING PERSON<br><br>District 2 Capital Fund LP   |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/>                           |  |
| 3   | SEC USE ONLY   |  |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware   |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5  | SOLE VOTING POWER<br><br>0   |
|   | 6  | SHARED VOTING POWER<br><br>78,125 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*      |
|   | 7  | SOLE DISPOSITIVE POWER<br><br>0  |
|   | 8  | SHARED DISPOSITIVE POWER<br><br>78,125 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>78,125 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>  |  |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br><br>1.8%*   |  |

|    |                                |
|----|--------------------------------|
| 12 | TYPE OF REPORTING PERSON<br>PN |
|----|--------------------------------|

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CUSIP No. 92535P808

|   |  |  |
|---|--|--|
| 1   | NAME OF REPORTING PERSON<br>District 2 Capital LP  |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/>                       |  |
| 3   | SEC USE ONLY   |  |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware   |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5  | SOLE VOTING POWER<br>0   |
|   | 6  | SHARED VOTING POWER<br>78,125 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*      |
|   | 7  | SOLE DISPOSITIVE POWER<br>0  |
|   | 8  | SHARED DISPOSITIVE POWER<br>78,125 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>78,125 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>  |  |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>1.8%*   |  |
| 12  | TYPE OF REPORTING PERSON<br>PN   |  |

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CUSIP No. 92535P808

|   |  |  |
|---|--|--|
| 1   | NAME OF REPORTING PERSON<br>District 2 GP LLC  |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/>                       |  |
| 3   | SEC USE ONLY   |  |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware   |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5  | SOLE VOTING POWER<br>0   |
|   | 6  | SHARED VOTING POWER<br>78,125 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*      |
|   | 7  | SOLE DISPOSITIVE POWER<br>0  |
|   | 8  | SHARED DISPOSITIVE POWER<br>78,125 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>78,125 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>  |  |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |  |

|    |                                    |
|----|------------------------------------|
|    | 1.8%*                              |
| 12 | TYPE OF REPORTING PERSON<br><br>OO |

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CUSIP No. 92535P808

|   |  |  |
|---|--|--|
| 1   | NAME OF REPORTING PERSON<br><br>District 2 Holdings LLC  |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/>                           |  |
| 3   | SEC USE ONLY   |  |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware   |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5  | SOLE VOTING POWER<br><br>0   |
|   | 6  | SHARED VOTING POWER<br><br>78,125 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*      |
|   | 7  | SOLE DISPOSITIVE POWER<br><br>0  |
|   | 8  | SHARED DISPOSITIVE POWER<br><br>78,125 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>78,125 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>  |  |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br><br>1.8%*   |  |
| 12  | TYPE OF REPORTING PERSON<br><br>OO   |  |

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CUSIP No. 92535P808

|   |  |  |
|---|--|--|
| 1   | NAME OF REPORTING PERSON<br><br>Michael Bigger   |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/>                           |  |
| 3   | SEC USE ONLY   |  |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>USA  |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5  | SOLE VOTING POWER<br><br>0   |
|   | 6  | SHARED VOTING POWER<br><br>93,750 shares of Common Stock issuable upon exercise of Warrants (See Item 4)*      |
|   | 7  | SOLE DISPOSITIVE POWER<br><br>0  |
|   | 8  | SHARED DISPOSITIVE POWER<br><br>93,750 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>93,750 shares of Common Stock issuable upon exercise of Warrants (See Item 4)* |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>  |  |

|    |  |
|----|--|
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>2.2%* |
| 12 | TYPE OF REPORTING PERSON<br>IN                             |

\* Consists of 15,625 shares of Common Stock issuable upon exercise of Warrants owned by Bigger Capital, and 78,125 shares of Common Stock issuable upon exercise of Warrants owned by District 2 CF.

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Item 1(a). Name of Issuer:

Versus Systems, Inc., a British Columbia corporation.

Item 1(b). Address of Issuer's Principal Executive Offices:

1558 West Hastings Street  
Vancouver, British Columbia V6G 3J4 Canada

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office or, if None, Residence

Item 2(c). Citizenship

Bigger Capital Fund, LP ("Bigger Capital")  
2250 Red Springs Drive  
Las Vegas, NV 89135  
Citizenship: Delaware

Bigger Capital Fund GP, LLC ("Bigger GP")  
2250 Red Springs Drive  
Las Vegas, NV 89135  
Citizenship: Delaware

District 2 Capital Fund LP ("District 2 CF")  
175 W. Carver Street  
Huntington, NY 11743  
Citizenship: Delaware

District 2 Capital LP ("District 2")  
175 W. Carver Street  
Huntington, NY 11743  
Citizenship: Delaware

District 2 GP LLC ("District 2 GP")  
175 W. Carver Street  
Huntington, NY 11743  
Citizenship: Delaware

District 2 Holdings LLC ("District 2 Holdings")  
175 W. Carver Street  
Huntington, NY 11743  
Citizenship: Delaware

Michael Bigger  
2250 Red Springs Drive  
Las Vegas, NV 89135  
Citizenship: USA

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

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Item 2(d). Title of Class of Securities:

Common Share, no par value.

Item 2(e). CUSIP Number:

92535P808

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- /x/ Not applicable.
- (a) // Broker or dealer registered under Section 15 of the Exchange Act.
- (b) // Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) // Insurance company as defined in Section 3(a)(19) of the Exchange Act.

- (d) // Investment company registered under Section 8 of the Investment Company Act.
- (e) // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) // A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).
- (k) // Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_

Item 4. Ownership

(a) Amount beneficially owned:

As of December 31, 2022, Bigger Capital beneficially owned 15,625 shares of Common Stock issuable upon the exercise of Warrants (collectively the "Warrants").

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Bigger GP, as the general partner of Bigger Capital, may be deemed to beneficially own 15,625 shares of Common Stock issuable upon exercise of Warrants beneficially owned by Bigger Capital.

As of December 31, 2022, District 2 CF beneficially owned 78,125 shares of Common Stock issuable upon the exercise of Warrants.

District 2, as the investment manager of District 2 CF, may be deemed to beneficially own the 1,097,558 shares of Common Stock beneficially owned by District 2 CF and the 1,171,875 shares of Common Stock issuable upon exercise of the Warrants beneficially owned by District 2 CF.

District 2 GP, as the general partner of District 2 CF, may be deemed to beneficially own the 78,125 shares of Common Stock issuable upon exercise of the Warrants beneficially owned by District 2 CF.

District 2 Holdings, as the managing member of District 2 GP, may be deemed to beneficially own the 78,125 shares of Common Stock issuable upon exercise of the Warrants beneficially owned by District 2 CF.

Mr. Bigger, as the managing member of Bigger GP and the managing member of District 2 Holdings, may be deemed to beneficially own the (i) 15,625 shares of Common Stock issuable upon exercise of Warrants owned by Bigger Capital and (ii) 78,125 shares of Common Stock issuable upon exercise of Warrants owned by District 2 CF.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. Each of Bigger GP and Mr. Bigger disclaims beneficial ownership of the Warrants and shares of Common Stock beneficially owned by Bigger Capital. Each of District 2, District 2 GP, District 2 Holdings and Mr. Bigger disclaims beneficial ownership of the Warrants and shares of Common Stock beneficially owned by District 2 CF. The filing of this statement shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities.

(b) Percent of class:

The following percentages are based on 4,172,254 shares of Common Stock outstanding as of December 6, 2022 based on information in the Company's Prospectus December 8, 2022, plus shares of Common Stock issuable upon the exercise of Warrants held by the Reporting Persons.

As of the close of business on December 31, 2022, (i) each of Bigger Capital and Bigger GP may be deemed to beneficially own less than one percent of the outstanding shares of Common Stock, (ii) each of District 2 CF, District 2, District 2 GP and District 2 Holdings may be deemed to beneficially own 1.8% of the outstanding shares of Common Stock and (iii) Mr. Bigger may be deemed to beneficially own approximately 2.2% of the outstanding shares of Common Stock.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

See Cover Pages Items 5-9.

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(ii) Shared power to vote or to direct the vote

See Cover Pages Items 5-9.

(iii) Sole power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

(iv) Shared power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Bigger GP and Mr. Bigger may be deemed to share voting and dispositive power over the shares of Common Stock beneficially owned by Bigger Capital. District 2, District 2 GP, District 2 Holdings and Mr. Bigger may be deemed to share voting and dispositive power over the shares of Common Stock beneficially owned by District 2 CF.

Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit 99.1 Previously filed.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 2, 2023

BIGGER CAPITAL FUND, LP

By: Bigger Capital Fund GP, LLC, its general partner

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

DISTRICT 2 CAPITAL FUND LP

By: District 2 GP LLC, its general partner

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

DISTRICT 2 GP LLC

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

BIGGER CAPITAL FUND GP, LLC

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

DISTRICT 2 CAPITAL LP

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

DISTRICT 2 HOLDINGS LLC

By: /s/ Michael Bigger  
Michael Bigger  
Managing Member

/s/ Michael Bigger  
MICHAEL BIGGER