

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Versus Systems Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

92535P881

(CUSIP Number)

October 13, 2023

(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)

*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities and Exchange Act of 1934 (the "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).

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1 NAME OF REPORTING PERSONS

L1 Capital Global Opportunities Master Fund, Ltd.

2 CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

1,469,945 (1)

NUMBER OF
SHARES

6 SHARED VOTING POWER

0

BENEFICIALLY

7 SOLE DISPOSITIVE POWER

OWNED BY

1,469,945 (1)

EACH REPORTING
PERSON WITH

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,469,945 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.9% (2)

12 TYPE OF REPORTING PERSON

FI

- (1) This amount includes 19,945 shares of common stock underlying certain pre-funded warrants. This amount does not include 2,877,885 pre-funded warrants to purchase common stock exercisable at \$0.001 per share which are subject to a 9.99% beneficial ownership limitation or 4,347,830 warrants to purchase common stock exercisable at \$0.23 per share which are subject to a 4.99% beneficial ownership limitation.
- (2) Based on 14,714,171 shares of common stock outstanding upon closing of an offering as reported in the Issuer's prospectus filed with the Securities and Exchange Commission (the "SEC") on October 16, 2023, pursuant to Rule 424(b)(4), and Current Report on Form 6-K filed with the SEC on October 17, 2023 and 19,945 shares of common stock underlying certain pre-funded warrants.

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Item 1.

(a) Name of Issuer:

Versus Systems Inc.

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

1558 West Hastings Street, Vancouver BC V6G 3J4 Canada

Item 2.

(a) Name of Person Filing:

L1 Capital Global Opportunities Master Fund, Ltd.

(b) Address of Principal Business Office or, if none, Residence:

161A Shedden Road, 1 Artillery Court
PO Box 10085
Grand Cayman, Cayman Islands KY1-1001

(c) Citizenship:

Cayman Islands

(d) Title of Class of Securities:

Common Stock, no par value

(e) CUSIP Number:

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Item 3.

Not applicable.

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Item 4. Ownership.

- (a)-(c)** The information required by Items 4(a)-(c) is set forth in Rows (5)-(9) and Row (11) of the cover page and is incorporated herein by reference.

The percentage set forth on Row (11) of the cover page for the reporting person is based on 14,714,171 shares of common stock outstanding upon closing of an offering as reported in the Issuer's prospectus filed with the SEC on October 16, 2023, pursuant to Rule 424(b)(4), and Current Report on Form 6-K filed with the SEC on October 17, 2023 and 19,945 shares of common stock underlying certain pre-funded warrants.

David Feldman and Joel Arber are the Directors of L1 Capital Global Opportunities Master Fund, Ltd. As such, L1 Capital Global Opportunities Master Fund, Ltd., Mr. Feldman and Mr. Arber may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) 1,469,945 shares of the Issuer's common stock. This amount includes 19,945 shares of common stock underlying certain pre-funded warrants. This amount does not include 2,877,885 pre-funded warrants to purchase common stock exercisable at \$0.001 per share which are subject to a 9.99% beneficial ownership limitation or 4,347,830 warrants to purchase common stock exercisable at \$0.23 per share which are subject to a 4.99% beneficial ownership limitation. To the extent Mr. Feldman and Mr. Arber are deemed to beneficially own such shares, Mr. Feldman and Mr. Arber disclaim beneficial ownership of these securities for all other purposes.

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

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

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which 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.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my 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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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

October 23, 2023

By: L1 Capital Global Opportunities Master Fund, Ltd.

By: /s/ David Feldman
David Feldman, Director