

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Pastorius Edward Wood JR</u>  (Last) (First) (Middle) <u>1100 MAUGHAN ROAD</u>  (Street) <u>NANAIMO A1 V9X 1J2</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tilray, Inc. [ TRLY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Revenue Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2020</u>	
		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

**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			
Class 2 Common Stock	07/01/2020		M		6,250	A	(1)	101,039	D	
Class 2 Common Stock	07/01/2020		F		1,812(2)	D	\$7.01	99,227	D	
Class 2 Common Stock	07/05/2020		M		4,693	A	\$5.2754	103,920	D	
Class 2 Common Stock	07/05/2020		M		7,822	A	\$3.1317	111,742	D	
Class 2 Common Stock								49,985	I	By: Canna Enterprises, LLC(3)
Class 2 Common Stock								41,015	I	By: WP Investment Remainder Trust(4)

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(5)	07/01/2020		M		6,250		07/01/2020	(6)	Class 2 Common Stock	6,250	\$0.00	12,500	D	
Stock Option (Right to Buy)	\$5.2754	07/05/2020		M		4,693		(7)	04/13/2028	Class 2 Common Stock	4,693	\$0.00	11,400	D	
Stock Option (Right to Buy)	\$3.1317	07/05/2020		M		7,822		(8)	03/30/2027	Class 2 Common	7,822	\$0.00	5,589	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") converted into one share of Class 2 Common Stock.
- Represents the number of shares withheld by the Issuer to satisfy the tax withholding obligations in connection with the vesting of the RSU.
- The shares are held directly by Canna Enterprises, LLC. The Reporting Person is manager of Canna Enterprises, LLC and has voting and investment power with respect to the shares held by Canna Enterprises, LLC.
- The shares are held directly by WP Investment Remainder Trust. The Reporting Person is the trustee and beneficiary of WP Investment Remainder Trust and has voting and investment power with respect to the shares held by WP Investment Remainder Trust.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Class 2 Common Stock.
- The remaining RSUs will vest quarterly at a rate of 6.25% of the total number of RSUs on each quarterly anniversary of January 1, 2017 (the "Vesting Date") for so long as the Reporting Person remains in Continuous Service (as defined in the Company's 2018 Equity Incentive Plan), such that the total number of RSUs shall be fully vested on the four-year anniversary of the Vesting Date.
- 1/24th of the shares subject to the option became vested and exercisable on December 14, 2019 and 1/24th of the shares subject to the option shall vest monthly thereafter for so long as the Reporting Person provides continuous service to the Issuer.
- 1/12th of the shares subject to the option became vested and exercisable on December 14, 2019 and 1/12th of the shares subject to the option shall vest monthly thereafter for so long as the Reporting Person provides continuous service to the Issuer.

**Remarks:**

/s/ Edward Pastorius Jr.

07/06/2020

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**