FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average burden										
hours por rosponso:	0.5									

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>Butts Jodi L.</u>					2. Issuer Name and Ticker or Trading Symbol Tilray, Inc. [TLRY]						(Ch	elationship o eck all applic X Directo	able)	ng Person(s) to Issuer 10% Owner			
(Last)	(Fi RAY, INC.	rst)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 06/21/2021							Officer below)	Officer (give title below)			pecify	
655 MADISON AVENUE, 19TH FLOOR				4	If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable					
(Street) NEW YORK NY 10065											- 1	X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(St	ate)	(Zip)														
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
Date			Transaction ate Ionth/Day/	Execution Date,		3. Transaction Code (Instr. 8) 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4) 5)			ed (A) or tr. 3, 4 and	Beneficia	es Fo ally (D) Following (I)		orm: Direct) or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	Aı	mount	(A) or (D)	Price	Transact (Instr. 3 a	ion(s)			(541 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	rcise (Month/Day/Year) f ive	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	saction (Instr.	of		6. Date Exercisable and Expiration Date (Month/Day/Year)		e and	7. Title and of Securiti Underlying Derivative (Instr. 3 and	es J Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	· v	(A)	(D)	Date Exercisable	Expi Date	iration e	Title	Amount or Number of Shares					
Restricted Stock Units	(1)	06/21/2021		A		11,515		(2)		(2)	Class 2 Common Stock	11,515	\$0	11,515	5	D	
Restricted Stock Units	(1)	06/21/2021		A		11,515		(3)		(3)	Class 2 Common Stock	11,515	\$0	11,515	5	D	

Explanation of Responses:

- 1. Each restricted stock unit represents a contingent right to receive one (1) share of Tilray, Inc. Class 2 Common Stock.
- 2. Subject to the reporting person's continuous service, the restricted stock units shall vest over three (3) years from the date of grant on an equal and ratable basis, with accelerated vesting solely upon death or disability prior to such date. In the event of a voluntary termination by the reporting person prior to the vesting date, all restricted stock units will be forfeited.
- 3. Subject to the reporting person's continuous service, the restricted stock units shall vest in full on the first (1st) anniversary of the grant date, with accelerated vesting solely upon death or disability prior to such date. In the event of a voluntary termination by the reporting person prior to the vesting date, all restricted stock units will be forfeited.

/s/ Carl A. Merton, as Attorney-in-Fact for Jodi L

06/23/2021

Butts

** Signature of Reporting Person Date

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.