

| 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>Auerbach Michael</u> <hr/> (Last) (First) (Middle) 1100 MAUGHAN ROAD <hr/> (Street) NANAIMO A1 V9X IJ2 <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Tilray, Inc. [TLRV]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 04/06/2020 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 04/06/2020 | | j ⁽¹⁾ | | 166,326 | D | \$0.00 | 667,025 | I | By: Murphy Ofutt Common LLC ⁽²⁾ |
| Class 2 Common Stock | 04/06/2020 | | j ⁽³⁾ | | 6,822 | A | \$0.00 | 6,822 | I | By: M3 Daat, LLC ⁽⁴⁾ |
| Class 2 Common Stock | 04/06/2020 | | j ⁽⁵⁾ | | 425,235 | D | \$0.00 | 1,705,342 | I | By: Murphy Ofutt LLC ⁽⁶⁾ |
| Class 2 Common Stock | 04/06/2020 | | j ⁽⁷⁾ | | 1,069 | A | \$0.00 | 7,891 | I | By: M3 Daat, LLC ⁽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 | | | | | |

Explanation of Responses:

- Murphy Ofutt Common, LLC made a pro rata distribution for no consideration of 166,326 shares of Class 2 Common Stock of the Issuer ("Distribution Shares") to its members on April 6, 2020.
- Mr. Auerbach serves as General Partner of Murphy Ofutt Common, LLC, a multi-member limited liability company. Mr. Auerbach has sole voting and investment power with respect to the shares held by Murphy Ofutt Common, LLC
- Mr. Auerbach retained interest in 6,822 of the Distribution Shares through M3 Daat, LLC, in which Mr. Auerbach is a member and has sole voting and investment power.
- The Reporting Person is a member of M3 Daat, LLC and has sole voting and investment power with respect to the shares held by M3 Daat, LLC.
- Murphy Ofutt LLC made a pro rata distribution for no consideration of 425,235 shares of Class 2 Common Stock of the Issuer ("Murphy Distribution Shares") to its members on April 6, 2020.
- Mr. Auerbach serves as General Partner of Murphy Ofutt, LLC, a multi-member limited liability company. Mr. Auerbach has sole voting and investment power with respect to the shares held by Murphy Ofutt, LLC.
- Mr. Auerbach retained interest in 1,069 of the Murphy Distribution Shares through M3 Daat, LLC, in which Mr. Auerbach is a member and has sole voting and investment power.

Remarks:

/s/ Sandra Dennis, Attorney-in-fact 04/08/2020

** 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.