

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>SIMON IRWIN D</u> _____ (Last) (First) (Middle) <u>C/O TILRAY, INC.</u> <u>745 FIFTH AVENUE, SUITE 1602</u> _____ (Street) <u>NEW YORK NY 10151</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2021</u>	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class 2 Common Stock	06/01/2021		M		72,683	A	(2)	285,003	D	
Class 2 Common Stock	06/01/2021		F		36,248 <sup>(1)</sup>	D	\$16.98	248,755	D	
Class 2 Common Stock	06/01/2021		M		242,277	A	(2)	491,032	D	
Class 2 Common Stock	06/01/2021		F		120,824 <sup>(1)</sup>	D	\$16.98	370,208	D	

**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	(2)	06/01/2021		M			72,683	(3)	(3)	Class 2 Common Stock	72,683	\$0	72,693	D	
Restricted Stock Units	(2)	06/01/2021		M			242,277	(4)	(4)	Class 2 Common Stock	242,277	\$0	242,313	D	

**Explanation of Responses:**

- These shares were retained by Tilray, Inc. via settlement on a net withholding basis in order to meet the tax withholding obligations of the Reporting Person in connection with the vesting of an installment of restricted stock units granted to the Reporting Person on January 22, 2020.
- Restricted stock units convert into shares of Class 2 Common Stock on a one-for-one basis.
- On January 22, 2020, the reporting person was granted 218,038 restricted stock units, 33.33% of which vested on June 1, 2020; 33.33% of which vested on June 1, 2021; and the remaining 33.34% of which will vest on June 1, 2022.
- On January 22, 2020, the reporting person was granted 726,794 restricted stock units, 33.33% of which vested on June 1, 2020; 33.33% of which vested on June 1, 2021; and the remaining 33.34% of which will vest on June 1, 2022.

/s/ Carl A. Merton, as Attorney-in-Fact for Irwin D. Simon 06/03/2021

\*\* 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.

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