

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>Kruteck Michael C.</u> (Last) (First) (Middle) C/O TILRAY, INC. 745 FIFTH AVENUE, SUITE 1602 (Street) NEW YORK NY 10151 (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 <input type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 04/30/2021	
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	04/30/2021		M		29,143	A	(1)	77,572	D	
Class 2 Common Stock	04/30/2021		F		14,134	D	\$16.99	63,438	D	
Class 2 Common Stock	04/30/2021		M		66,640	A	(1)	130,078	D	
Class 2 Common Stock	04/30/2021		F		32,318	D	\$16.99	97,760	D	
Class 2 Common Stock	04/30/2021		M		53,192	A	(1)	150,952	D	
Class 2 Common Stock	04/30/2021		F		25,796	D	\$16.99	125,156	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	(1)	04/30/2021		M			29,143	(2)	(2)	Class 2 Common Stock	29,143	\$0	0	D	
Restricted Stock Units	(1)	04/30/2021		M			66,640	(2)	(2)	Class 2 Common Stock	66,640	\$0	0	D	
Restricted Stock Units	(1)	04/30/2021		M			53,192	(2)	(2)	Class 2 Common Stock	53,192	\$0	0	D	

Explanation of Responses:

- Restricted Stock Units ("RSUs") convert into shares of Tilray, Inc. Class 2 Common Stock on a one-for-one basis.
- RSUs granted to the reporting person were accelerated and became fully vested on April 30, 2021.

/s/ Michael Kruteck 05/17/2021
 ** 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.

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.