

OMB APPROVAL	
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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

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>FALTISCHEK DENISE M</u> <hr/> (Last) (First) (Middle) <u>C/O TILRAY, INC.</u> <u>655 MADISON AVENUE, 19TH FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10165</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Tilray, Inc. [TLRY]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>Chief Strategy Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/19/2021</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		
			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	08/19/2021		M		31,125	A	(2)	68,922	D	
Class 2 Common Stock	08/19/2021		F		10,505 ⁽¹⁾	D	\$12.68	58,417	D	
Class 2 Common Stock	08/19/2021		M		26,444	A	(2)	84,861	D	
Class 2 Common Stock	08/19/2021		F		8,925 ⁽¹⁾	D	\$12.68	75,936	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					
Restricted Stock Units	(2)	08/19/2021		M		31,125		(3)	(3)	Class 2 Common Stock	\$0	0	D	
Restricted Stock Units	(2)	08/19/2021		M		26,444		(4)	(4)	Class 2 Common Stock	\$0	0	D	

Explanation of Responses:

- These shares were retained by Tilray, Inc. ("Tilray") 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 ("RSUs") granted to the reporting person on November 14, 2019 and August 12, 2020. None of these shares were sold in an open market transaction.
- RSUs convert into shares of Tilray Class 2 Common Stock on a one-for-one basis.
- On November 14, 2019, the reporting person was granted 62,250 RSUs, with 50% vesting on November 14, 2020, and the remaining 50% scheduled to vest on November 14, 2021. On August 19, 2021, the Compensation Committee of Tilray's Board of Directors (the "Compensation Committee") accelerated the vesting of the remaining unvested RSUs.
- On August 12, 2020, the reporting person was granted 52,887 RSUs, with 50% vesting on August 12, 2021, and the remaining 50% scheduled to vest on August 12, 2022. On August 19, 2021, the Compensation Committee accelerated the vesting of the remaining unvested RSUs.

/s/ Carl A. Merton, as
Attorney-in-Fact for Denise M. 08/23/2021
Faltischek

** 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.