

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Meiers James R.</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Head of Canada</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/30/2021</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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
Employee Stock Option (Right to Buy)	\$11.03	04/30/2021		A		249,000		(1)	06/19/2024	Class 2 Common Stock	249,000	\$0	249,000	D	
Restricted Stock Units	(2)	04/30/2021		A		62,250		(3)	(3)	Class 2 Common Stock	62,250	\$0	62,250	D	
Restricted Stock Units	(2)	04/30/2021		A		65,096		(4)	(4)	Class 2 Common Stock	65,096	\$0	65,096	D	

Explanation of Responses:

- Subject to the Reporting Person's continuing service with the Company, the options shall vest as follows: 33.33% vested on June 19, 2020; 33.33% will vest on June 19, 2021; and the remaining 33.34% will vest on June 19, 2022.
- Each restricted stock unit represents a contingent right to receive one share of Tilray, Inc. Class 2 Common Stock.
- Subject to the Reporting Person's continuing service with the Company, 50% of the restricted stock units vested on November 14, 2020 with the remaining 50% vesting on November 14, 2021.
- Subject to the Reporting Person's continuing service with the Company, 50% of the restricted stock units will vest on August 12, 2021 with the remaining 50% vesting on August 12, 2022.

/s/ James Meiers 05/05/2021
 ** 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.