

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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>Tilray, Inc.</u>	2. Date of Event Requiring Statement (Month/Day/Year) 08/17/2021	3. Issuer Name and Ticker or Trading Symbol <u>MedMen Enterprises, Inc.</u> [<u>MMNFF</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) 655 MADISON AVENUE SUITE 1900			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) NEW YORK NY 10065			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant	08/17/2021	04/23/2022	Class B Subordinate Voting Shares	917,832	3.718	I	See Footnote ⁽¹⁾
Warrant	08/17/2021	04/23/2022	Class B Subordinate Voting Shares	265,152	4.29	I	See Footnote ⁽¹⁾
Warrant	08/17/2021	05/22/2022	Class B Subordinate Voting Shares	3,671,329	3.718	I	See Footnote ⁽¹⁾
Warrant	08/17/2021	05/22/2022	Class B Subordinate Voting Shares	1,060,606	4.29	I	See Footnote ⁽¹⁾
Warrant	08/17/2021	07/12/2022	Class B Subordinate Voting Shares	1,350,309	3.159	I	See Footnote ⁽¹⁾
Warrant	08/17/2021	07/12/2022	Class B Subordinate Voting Shares	390,089	3.645	I	See Footnote ⁽¹⁾
Warrant	08/17/2021	11/27/2022	Class B Subordinate Voting Shares	1,687,492	1.0111	I	See Footnote ⁽¹⁾
Warrant	08/17/2021	11/27/2022	Class B Subordinate Voting Shares	487,497	1.1667	I	See Footnote ⁽¹⁾
Warrant	08/17/2021	03/27/2025	Class B Subordinate Voting Shares	53,139,307	0.1529	I	See Footnote ⁽¹⁾
Warrant	08/17/2021	04/24/2025	Class B Subordinate Voting Shares	10,627,861	0.1529	I	See Footnote ⁽¹⁾
Warrant	08/17/2021	09/14/2025	Class B Subordinate Voting Shares	21,255,723	0.1529	I	See Footnote ⁽¹⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant	08/17/2021	01/11/2026	Class B Subordinate Voting Shares	40,413,468	0.1608	I	See Footnote ⁽¹⁾

Explanation of Responses:

1. The convertible notes and warrants are owned directly by Superhero Acquisition L.P. ("LP"). Superhero Acquisition Corp. ("Corp.") is the general partner of LP. Tilray, Inc. ("Tilray") owns approximately two-thirds of the outstanding equity interests in Corp. and approximately two-thirds of the outstanding equity interest in LP. Accordingly, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Tilray may be deemed a beneficial owner with respect to securities held of record by LP and has shared voting and investment power with respect to such securities. Tilray disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Remarks:

This Form 3 is the second of two Form 3s filed relating to the same event. This Form 3 has been split into two filings because there are more than 30 derivative securities beneficially owned, and the SEC's EDGAR filing system limits a single Form 3 to a maximum of 30 rows per table. This filing relates to transactions that occurred on August 17, 2021, which were previously disclosed by Tilray in its Current Report on Form 8-K filed on August 18, 2021. As of the date of this filing, Tilray has not executed any transactions in MedMen Enterprises, Inc. securities since August 17, 2021.

/s/ Mitchell Gendel,
authorized officer

12/17/2021

** 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 5 (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.