

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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> (Last) (First) (Middle) <u>655 MADISON AVENUE</u> <u>SUITE 1900</u> (Street) <u>NEW YORK NY 10065</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/17/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>MedMen Enterprises, Inc. [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) 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

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			
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	20,857,737.28	0.1529	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	26,263,572.01	0.17	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	24,387,602.58	0.34	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	89,830,505.79	0.1529	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	113,112,459.23	0.17	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	105,032,997.86	0.34	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	29,211,057.26	0.1529	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	36,781,875.98	0.17	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			
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	34,154,599.12	0.34	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	21,353,535.67	0.1529	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	26,887,869.68	0.17	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	24,967,307.56	0.34	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	11,311,119.62	0.1529	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	14,242,695.68	0.17	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	13,225,360.28	0.34	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	111,596,680.65	0.1529	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	14,931,229.66	0.1529	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	5,365,563.91	0.2845	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	28,874,592.48	0.1529	I	See Footnote ⁽¹⁾
Convertible Note	08/17/2021	08/17/2028	Class B Subordinate Voting Shares	53,395,928.68	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 one 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

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