

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>Persofsky Renah</u>			2. Issuer Name and Ticker or Trading Symbol <u>Tilray, Inc. [TRLY]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/30/2021</u>					
C/O TILRAY, INC. 745 FIFTH AVENUE, SUITE 1602			4. 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		
(Street)	(City)	(State)						
NEW YORK	NY	10151						

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)	\$8.32	04/30/2021		A		30,710		(1)	10/25/2022	Class 2 Common Stock	30,710	\$0	30,710	D	
Restricted Stock Units	(2)	04/30/2021		A		664		(3)	(3)	Class 2 Common Stock	664	\$0	664	D	
Restricted (Deferred) Stock Units	(4)	04/30/2021		A		6,640		(5)	(5)	Class 2 Common Stock	6,640	\$0	6,640	D	
Restricted (Deferred) Stock Units	(4)	04/30/2021		A		501		(5)	(5)	Class 2 Common Stock	501	\$0	501	D	
Restricted (Deferred) Stock Units	(4)	04/30/2021		A		576		(5)	(5)	Class 2 Common Stock	576	\$0	576	D	
Restricted (Deferred) Stock Units	(4)	04/30/2021		A		5,810		(5)	(5)	Class 2 Common Stock	5,810	\$0	5,810	D	
Restricted (Deferred) Stock Units	(4)	04/30/2021		A		390		(5)	(5)	Class 2 Common Stock	390	\$0	390	D	
Restricted (Deferred) Stock Units	(4)	04/30/2021		A		631		(5)	(5)	Class 2 Common Stock	631	\$0	631	D	
Restricted (Deferred) Stock Units	(4)	04/30/2021		A		486		(5)	(5)	Class 2 Common Stock	486	\$0	486	D	
Restricted (Deferred) Stock Units	(4)	04/30/2021		A		3,485		(5)	(5)	Class 2 Common Stock	3,485	\$0	3,485	D	
Restricted (Deferred) Stock Units	(4)	04/30/2021		A		3,709		(5)	(5)	Class 2 Common Stock	3,709	\$0	3,709	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	Amount or Number of Shares				
Restricted (Deferred) Stock Units	(4)	04/30/2021		A		4,947		(5)	(5)	Class 2 Common Stock	4,947	\$0	4,947	D	
Restricted (Deferred) Stock Units	(4)	04/30/2021		A		6,274		(5)	(5)	Class 2 Common Stock	6,274	\$0	6,274	D	
Restricted (Deferred) Stock Units	(4)	04/30/2021		A		5,329		(5)	(5)	Class 2 Common Stock	5,329	\$0	5,329	D	
Restricted (Deferred) Stock Units	(4)	04/30/2021		A		20,750		(6)	(6)	Class 2 Common Stock	20,750	\$0	20,750	D	

Explanation of Responses:

- The options are 100% vested.
- 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 April 29, 2020 with the remaining 50% vesting on April 29, 2021.
- Each restricted (deferred) stock unit is the economic equivalent of one share of Tilray, Inc. Class 2 Common Stock.
- The restricted (deferred) stock units are fully vested; however, the restricted (deferred) stock units will be held for the account of the Reporting Person and may not be converted into shares of Tilray, Inc. until the Reporting Person ceases to serve as a director of the Company, or at such time as otherwise elected in accordance with the terms of the applicable award agreement. Upon settlement, one share of Tilray Class 2 Common Stock will be delivered for each restricted stock unit held.
- The restricted (deferred) stock units shall vest 25% quarterly beginning on August 31, 2020; however, the restricted (deferred) stock units will be held for the account of the Reporting Person and do not convert into shares of Tilray, Inc. until the Reporting Person ceases to serve as a director of the Company, or at such time as otherwise elected in accordance with the terms of the applicable award agreement. Upon settlement, one share of Tilray Class 2 Common Stock will be delivered for each restricted (deferred) stock unit held.

/s/ Renah Persofsky

05/04/2021

** 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.