

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>Herhalt Johann Michael</u>			2. Issuer Name and Ticker or Trading Symbol <u>Tilray, Inc. [TLR]</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>			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		
C/O TILRAY, INC. 745 FIFTH AVENUE, SUITE 1602			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10151</u>								
(City) (State) (Zip)								

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
Restricted Stock Units	(1)	04/30/2021		A		6,225		(2)	(2)	Class 2 Common Stock	6,225	\$0	6,225	D	
Restricted (Deferred) Stock Units	(3)	04/30/2021		A		209		(4)	(4)	Class 2 Common Stock	209	\$0	209	D	
Restricted (Deferred) Stock Units	(3)	04/30/2021		A		486		(4)	(4)	Class 2 Common Stock	486	\$0	486	D	
Restricted (Deferred) Stock Units	(3)	04/30/2021		A		3,485		(4)	(4)	Class 2 Common Stock	3,485	\$0	3,485	D	
Restricted (Deferred) Stock Units	(3)	04/30/2021		A		3,709		(4)	(4)	Class 2 Common Stock	3,709	\$0	3,709	D	
Restricted (Deferred) Stock Units	(3)	04/30/2021		A		4,947		(4)	(4)	Class 2 Common Stock	4,947	\$0	4,947	D	
Restricted (Deferred) Stock Units	(3)	04/30/2021		A		6,274		(4)	(4)	Class 2 Common Stock	6,274	\$0	6,274	D	
Restricted (Deferred) Stock Units	(3)	04/30/2021		A		5,329		(4)	(4)	Class 2 Common Stock	5,329	\$0	5,329	D	
Restricted (Deferred) Stock Units	(3)	04/30/2021		A		20,750		(5)	(5)	Class 2 Common Stock	20,750	\$0	20,750	D	

Explanation of Responses:

- 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 the Company, 50% of the restricted stock units vested on April 29, 2020 and the remaining 50% vested 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, Inc. 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, Inc. Class 2 Common Stock will be delivered for each restricted (deferred) stock unit held.

/s/ Johann M Herhalt

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.