UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): November 18, 2026

Tilray Brands, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-38594**	**82-4310622**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**
265 Talbot Street West,		
Leamington, ON		**N8H 5L4**
(Address of Principal Executive Offices,		**(Zip Code)**

Registrant's Telephone Number, Including Area Code: **(844) 845-7291**
Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, $0.0001 par value per share	**TLRY**	**The Nasdaq Global Select Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders.

On November 18, 2026, Tilray Brands, Inc. (the "Company") held its 2026 Annual Meeting of Stockholders (the "Annual Meeting"). A quorum was present at the Annual Meeting.

At the Annual Meeting, the Company's stockholders voted on the following proposals, each of which is described in greater detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on September 28, 2026:

1. the election of David Clanachan, Renah Persofsky and Irwin Simon as Class II directors, each to serve until the Company's 2029 Annual Meeting of Stockholders and until a successor is duly elected and qualified, or until such director's earlier death, resignation or removal;

2. the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending May 31, 2027; and

3. the approval of amendments to the Company's Amended and Restated Certificate of Incorporation to declassify the Board of Directors and permit stockholders to remove directors with or without cause.

Each of the director nominees was re-elected pursuant to the plurality voting standard applicable to the election of directors. The appointment of PricewaterhouseCoopers LLP was ratified by a majority vote of the shares of the voting power present or represented by proxy. Although a majority of the votes cast on Proposal 3 were voted in favor of the proposal, Proposal 3 did not receive the affirmative vote of the holders of at least two-thirds (or 66.7%) of the Company's outstanding shares of common stock, as required for approval. Accordingly, Proposal 3 was not approved.

The final voting results were as follows:

Proposal No. 1 – Re-Election of the Class II Directors:

Nominee	For	Abstain/Withheld	Broker Non-Votes
David Clanachan	11,856,346	5,650,082	40,439,573
Renah Persofsky	9,836,559	7,669,869	40,439,573
Irwin Simon	10,584,464	6,921,964	40,439,573

Proposal No. 2 – Ratification of Selection of PWC as Independent Registered Public Accounting Firm:

Voting Category	Votes
For	50,955,618
Against	5,525,439
Abstain	1,464,944

Proposal No. 3 – Governance Changes Proposal:

Voting Category	Votes
For	13,519,077
Against	3,593,826
Abstain	393,525
Broker Non-Votes	40,439,573

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Tilray Brands, Inc.

Date: November 18, 2026

By: /s/ Mitchell Gendel
Name: Mitchell Gendel
Title: Global General Counsel