

OMB APPROVAL	
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**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).

<b>1. Name and Address of Reporting Person*</b> <u>Kennedy Brendan</u> <hr/> (Last) (First) (Middle) <u>2701 EASTLAKE AVE E</u> <u>3RD FLOOR</u> <hr/> (Street) <u>SEATTLE WA 98102</u> <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Tilray, Inc. [ TRLY ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;"><b>President and CEO</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>09/30/2020</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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			
Class 2 Common Stock	09/30/2020		C		8,252,161	A	(1)	11,829,627	D	
Class 2 Common Stock	09/30/2020		C		158,746	A	(1)	235,160	I	By: Skyline & Mayfair LLC <sup>(2)</sup>
Class 2 Common Stock	10/01/2020		M		46,875	A	(3)	11,876,502	D	
Class 2 Common Stock	10/01/2020		F		11,415	D	(4)	11,865,087	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				
Class 1 Common Stock	(5)	09/30/2020		C		8,252,161	(5)	(6)	Class 2 Common Stock	8,252,161	\$0.00	0	D		
Class 1 Common Stock	(5)	09/30/2020		C		158,746	(5)	(6)	Class 2 Common Stock	158,746	\$0.00	0	I	By: Skyline & Mayfair LLC <sup>(2)</sup>	
Restricted Stock Units	(7)	10/01/2020		M		46,875	(8)	(8)	Class 2 Common Stock	46,875	\$0.00	46,875	D		

**Explanation of Responses:**

- Each share of Class 1 Common Stock automatically converted into one share of Class 2 Common Stock in accordance with the terms of the Issuer's Amended and Restated Certificate of Incorporation.
- The Reporting Person is the sole member of Skyline & Mayfair LLC and has sole voting and investment power with respect to the shares held by Skyline & Mayfair LLC.
- Each restricted stock unit ("RSU") converted into one share of the Issuer's Class 2 Common Stock.
- Represents the number of shares withheld by the Issuer to satisfy the tax withholding obligations in connection with the vesting of the RSU.
- Each share of Issuer's Class 1 Common Stock is convertible at any time at the option of the holder into one fully paid and nonassessable share of Issuer's Class 2 Common Stock. In addition, each share of Issuer's Class 1 Common Stock will automatically convert into one share of Issuer's Class 2 Common Stock upon (1) any transfer, whether or not for value and whether voluntary or involuntary or by operation of law, except for certain transfers described in the Issuer's Amended and Restated Certificate of Incorporation, including, without limitation, certain transfers for tax and estate planning purposes, or (2) such time as the total number of outstanding shares of Class 1 Common Stock of the Issuer is less than 10% of the combined total of all outstanding Class 1 Common Stock and Class 2 Common Stock of the Issuer.
- Not applicable.
- Each RSU represents a contingent right to receive one share of the Issuer's Class 2 Common Stock.
- The remaining number of shares subject to the RSU vests quarterly at a rate of 6.25% of the total number of RSUs on each quarterly anniversary of January 1, 2017 (the "Vesting Commencement Date") for so long as the Reporting Person remains in Continuous Service (as defined in the Company's 2018 Equity Incentive Plan), such that the total number of RSUs shall be fully vested on the four-year anniversary of the Vesting Commencement Date.

**Remarks:**

/s/ Julia Stark, Attorney-in-fact 10/02/2020

\*\* 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.