

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Auerbach Michael</u> (Last) (First) (Middle) 1100 MAUGHAN ROAD (Street) NANAIMO A1 V9X IJ2 (City) (State) (Zip)	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)
	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year) 06/09/2020		

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	06/05/2020		j ⁽¹⁾		538,706	D	\$0.00	1,166,634 ⁽²⁾	I	By: Murphy Ofutt LLC ⁽³⁾
Class 2 Common Stock	06/05/2020		j ⁽⁴⁾		57,160 ⁽⁵⁾	A	\$0.00	65,051 ⁽⁶⁾	I	By: M3 Daat, LLC ⁽⁷⁾
Class 2 Common Stock	06/05/2020		j ⁽⁸⁾		210,710	D	\$0.00	456,315 ⁽⁹⁾	I	By: Murphy Ofutt Common LLC ⁽¹⁰⁾
Class 2 Common Stock	06/05/2020		j ⁽¹¹⁾		10,475	A	\$0.00	75,526 ⁽¹²⁾	I	By: M3 Daat, LLC ⁽⁷⁾
Class 2 Common Stock								42,028 ⁽¹³⁾	I	By: M3 Ein Sof LLC ⁽¹⁴⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Murphy Ofutt, LLC made a pro rata distribution for no consideration of 538,706 shares of Class 2 Common Stock of the Issuer ("Distribution Shares") to its members on June 5, 2020.
- On June 9, 2020 and July 1, 2020, the Reporting Person filed a Form 4 which mistakenly reported the number of shares of Class 2 Common Stock of the Issuer ("Common Stock") beneficially owned by Murphy Ofutt LLC following the Reported Transaction. In fact, the Reporting Person indirectly holds 1,166,634 shares of Common Stock through Murphy Ofutt LLC.
- Mr. Auerbach serves as General Partner of Murphy Ofutt, LLC, a multi-member limited liability company. Mr. Auerbach has sole voting and investment power with respect to the shares held by Murphy Ofutt, LLC.
- Mr. Auerbach retained interest in 57,159 of the Distribution Shares through M3 Daat, LLC, in which Mr. Auerbach is a member and has sole voting and investment power.
- On June 9, 2020 and July 1, 2020, the Reporting Person filed a Form 4 which mistakenly reported one less share of Common Stock held by M3 Daat, LLC as a result of a rounding error. The Reporting Person retains interest in 57,160 shares of Common Stock through M3 Daat, LLC in which the Reporting Person is a member and has sole voting and investment power.
- On June 9, 2020, an error in the number of shares of Common Stock reported in Column 4 held by M3 Daat, LLC resulted in an incorrect number of shares reported in Column 5. The correct number of shares is 65,051.
- The Reporting Person is a member of M3 Daat, LLC and has sole voting and investment power with respect to the shares held by M3 Daat, LLC.
- Murphy Ofutt Common LLC made a pro rata distribution for no consideration of 210,710 shares of Class 2 Common Stock of the Issuer ("Murphy Distribution Shares") to its members on June 5, 2020.
- On June 9, 2020 and July 1, 2020, the Reporting Person filed a Form 4 which mistakenly reported the number of shares of Common Stock beneficially owned by Murphy Ofutt Common LLC following the Reported Transaction. In fact, the Reporting Person indirectly holds 456,315 shares of Common Stock through Murphy Ofutt Common LLC.
- Mr. Auerbach serves as General Partner of Murphy Ofutt Common, LLC, a multi-member limited liability company. Mr. Auerbach has sole voting and investment power with respect to the shares held by Murphy Ofutt Common, LLC.
- Mr. Auerbach retained interest in 10,475 of the Murphy Distribution Shares through M3 Daat, LLC, in which Mr. Auerbach has sole voting and investment power.

12. On June 9, 2020 and July 1, 2020, an error in the number of shares of Common Stock reported in Column 4 held by M3 Daat, LLC on June 9, 2020 resulted in an incorrect number of shares reported in Column 5. The correct number of shares is 75,526.

13. On June 9, 2020 and July 1, 2020, the Reporting Person filed a Form 4 which inadvertently omitted the shares of Common Stock held by M3 Ein Sof LLC.

14. The Reporting Person is a member of M3 Ein Sof LLC and has sole voting and investment power with respect to the shares held by M3 Ein Sof LLC.

Remarks:

/s/ Sandra Dennis, Attorney-
in-fact 08/05/2020

** 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.

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