

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>SIMON IRWIN D</u> (Last) (First) (Middle) <u>C/O TILRAY, INC.</u> <u>745 FIFTH AVENUE, SUITE 1602</u> (Street) <u>NEW YORK NY 10151</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/12/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/12/2021		M		72,678	A	(1)	72,678	D	
Class 2 Common Stock	05/12/2021		F		38,760	D	\$14.53	33,918	D	
Class 2 Common Stock	05/12/2021		M		72,672	A	(1)	106,590	D	
Class 2 Common Stock	05/12/2021		F		38,756	D	\$14.53	67,834	D	
Class 2 Common Stock	05/12/2021		M		20,750	A	(1)	88,584	D	
Class 2 Common Stock	05/12/2021		F		11,066	D	\$14.53	77,518	D	
Class 2 Common Stock	05/12/2021		M		242,240	A	(1)	319,758	D	
Class 2 Common Stock	05/12/2021		F		129,187	D	\$14.53	190,571	D	
Class 2 Common Stock	05/12/2021		M		20,750	A	(1)	211,321	D	
Class 2 Common Stock	05/12/2021		F		11,066	D	\$14.53	200,255	D	
Class 2 Common Stock	05/12/2021		M		25,852	A	(1)	226,107	D	
Class 2 Common Stock	05/12/2021		F		13,787	D	\$14.53	212,320	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
Restricted Stock Units	(1)	05/12/2021		M			72,678	(2)	(2)	Class 2 Common Stock	72,678	\$0	0	D	
Restricted Stock Units	(1)	05/12/2021		M			72,672	(3)	(3)	Class 2 Common Stock	72,672	\$0	145,366	D	
Restricted Stock Units	(1)	05/12/2021		M			20,750	(4)	(4)	Class 2 Common Stock	20,750	\$0	0	D	
Restricted Stock Units	(1)	05/12/2021		M			242,240	(5)	(5)	Class 2 Common Stock	242,240	\$0	484,554	D	
Restricted Stock Units	(1)	05/12/2021		M			20,750	(6)	(6)	Class 2 Common Stock	20,750	\$0	0	D	
Restricted Stock Units	(1)	05/12/2021		M			25,852	(7)	(7)	Class 2 Common Stock	25,852	\$0	25,852	D	

Explanation of Responses:

1. Restricted stock units convert into shares of Class 2 common stock on a one-for-one basis.
2. On January 22, 2020, the reporting person was granted 72,678 restricted stock units, with 100% vesting on June 1, 2020.
3. On January 22, 2020, the reporting person was granted 218,038 restricted stock units, 33.33% of which vested on June 1, 2020; 33.33% will vest on June 1, 2021; and the remaining 33.34% will vest on June 1, 2022.
4. On January 22, 2020, the reporting person was granted 20,750 fully vested restricted stock units.
5. On January 22, 2020, the reporting person was granted 726,794 restricted stock units, 33.33% of which vested on June 1, 2020; 33.33% will vest on June 1, 2021; and the remaining 33.34% will vest on June 1, 2022.

2022.

6. On February 24, 2019, the reporting person was granted 20,750 fully vested restricted stock units.

7. On August 7, 2019, the reporting person was granted 51,704 restricted stock units with 50% vesting on August 7, 2020, and the remaining 50% vesting on August 7, 2021.

/s/ Carl A. Merton, as Attorney-
in-Fact for Irwin D. Simon 05/14/2021

** 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.

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