

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>Auerbach Michael</u>			2. Issuer Name and Ticker or Trading Symbol <u>Tilray, Inc. [TLRY]</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>06/05/2020</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	
<u>1100 MAUGHAN ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	<u>NANAIMO</u>	<u>A1</u>	<u>V9X 1J2</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			
Class 2 Common Stock	06/05/2020		J ⁽¹⁾		538,706	D	\$0.00	128,319	I	By: Murphy Ofutt LLC ⁽²⁾
Class 2 Common Stock	06/05/2020		J ⁽³⁾		57,159	A	\$0.00	65,050	I	By: M3 Daat, LLC ⁽⁴⁾
Class 2 Common Stock	06/05/2020		J ⁽⁵⁾		210,710	A	\$0.00	1,494,632	I	By: Murphy Ofutt Common LLC ⁽⁶⁾
Class 2 Common Stock	06/05/2020		J ⁽⁷⁾		10,475	A	\$0.00	75,525	I	By: M3 Daat, LLC ⁽⁴⁾

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	(8)	06/05/2020		A		26,372		(9)	(9)	Class 2 Common Stock	26,372	\$0.00	26,372	D	

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.
- 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.
- 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.
- 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.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Class 2 Common Stock.
- The RSUs shall vest in full upon the earlier of (1) the date of the 2021 Annual Meeting of Stockholders of the Issuer and (2) the one-year anniversary of May 28, 2020 so long as the Reporting Person remains in Continuous Service (as defined in the Issuer's 2018 Equity Incentive Plan), through such vesting date.

Remarks:

/s/ Sandra Dennis, Attorney-in-fact 06/09/2020

** 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.