FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
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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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** 3235-0287 Estimated average burden hours per response: 0.5

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>Kennedy Brendan</u>				2. Issuer Name and Ticker or Trading Symbol Tilray, Inc. [ TLRY ]									all app	licable) tor	1	Person(s) to Issuer 10% Owner	
(Last) (First) (Middle) C/O TILRAY, INC.				3. Date of Earliest Transaction (Month/Day/Year) 08/04/2021													specify
655 MADISON AVENUE, 19TH FLOOR				4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable					
(Street) NEW YORK NY 10065												X	Form filed by One Reporting Person Form filed by More than One Reporting Person				
(Sta	ate) (Z	Zip)															
	Table	I - Non-Deriva	ative	Secui	rities	Acq	uir	ed, D	isposed (	of, or	Benefi	cially	Own	ed			
Date			ear) i	Execution E ar) if any		Co	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an			5)					7. Nature of Indirect Beneficial Ownership (Instr. 4)
							ode	v	Amount	(A) or (D)	Price		Transa	action(s)	(mau. 4)		(111311. 4)
Class 2 Common Stock 08/04/2			1			S	(1)		300,000	D	\$14.08	309 <sup>(2)</sup>	9(2) 8,274,19		D		
Class 2 Common Stock 08/05/202			1			S	(1)		300,000	D	\$14.46	14.4619 <sup>(3)</sup>		7,974,196			
Class 2 Common Stock													23	34,940	I		By: Skyline & Mayfair LLC <sup>(4)</sup>
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															1		
Conversion or Exercise Price of Derivative Security  Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Transaction Code (Instr. 8)   Signature   S				of Deriva Securi Acquii (A) or Dispos of (D) (Instr.	tive ities red sed 3, 4	Expiration Date (Month/Day/Year)  ed  d  d  d  d  d  d  d  d  d  d  d  d			Amo Secu Unde Deriv Secu 3 and	Amount of De Securities Se		vative derivative securities r. 5) Beneficially Owned Following Reported		Owner Form Direct or Ind (I) (In	: t (D) direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Fir RAY, INC. DISON AVI	(First) (Naray, INC. DISON AVENUE, 19TH FI  ORK NY 1  (State) (Z  Table  Security (Instr. 3)  Common Stock  Common Stock  Common Stock  Tal  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  RAY, INC.  DISON AVENUE, 19TH FLOOR  ORK NY 10065  (State) (Zip)  Table I - Non-Derivate (Month/Day/Year)  Common Stock 08/04/202  Common Stock 08/05/202  Table II - Derivate (e.g., ptoperative of Derivative)  2. Transaction Date (Month/Day/Year)  All Derivation or Exercise Price of Derivative  ORK NY 10065  Table II - Derivate (e.g., ptoperative)  3. Transaction Date (Month/Day/Year)  All Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle) (RAY, INC. DISON AVENUE, 19TH FLOOR  ORK NY 10065  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Security  (e.g., puts, code of Derivative Security  (Month/Day/Year)  2. (Conversion or Exercise Price of Derivative Security  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  RAY, INC.  DISON AVENUE, 19TH FLOOR  Table I - Non-Derivative Security (Instr. 3)  Common Stock  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v. Conversion or Exercise Price of Derivative (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Date of E 08/04/2021  4. If Amend  2. Transaction Date (e.g., puts, calls, v. Common Stock  3. Date of E 08/04/2021  4. If Amend  2. Transaction Date (e.g., puts, calls, v. Common Stock  3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Date of E 08/04/2021  4. If Amend  4. Transaction Code (Instr. 8)	(First) (Middle)  RAY, INC.  DISON AVENUE, 19TH FLOOR  Table I - Non-Derivative Securities  (State) (Zip)  Table I - Non-Derivative Securities  Security (Instr. 3) 2. 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DISON AVENUE, 19TH FLOOR  Table I - Non-Derivative Securities Acquire (Month/Day/Year)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op (Month/Day/Year)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Code (Instr. 8)  Date (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Code (Instr. 8)  Date (Month/Day/Year)  Date (Month/Day/Year)	(First) (Middle) RAY, INC. DISON AVENUE, 19TH FLOOR  Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Common Stock  08/04/2021  22A. 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DISON AVENUE, 19TH FLOOR  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Common Stock  08/04/2021  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Date (Inst. B)  3. Transaction Date (B)  4. Securities Acquired (A) or Date (Inst. B)  5. Individual Filed (Month/Day/Year)  6. Individual Filed (Month/Day/Year)  6. Individual Filed (Month/Day/Year)  8. Securities Acquired, Disposed of, or Beneficially C (Inst. A)  8. Date (B)  8. Date Exercisable and Expiration Date (Month/Day/Year)  8. Date Exercisable and Expiration Date (Instr. S)  8. A  A  A  A  A  A  A  A  A  A  A  A  A	(First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (RAY, INC.) (Middle) (RAY, INC.) (Middle) (RAY, INC.) (Middle) (RAY, INC.) (Middle) (Mid	(First) (Middle) (RAY, INC. DISON AVENUE, 19TH FLOOR  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (P.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Pollowing Reported (P.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Pollowing Reported (P.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Pollowing Reported (P.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Pollowing Reported (P.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Pollowing Reported (P.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Pollowing Reported (P.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Pollowing Reported (P.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Pollowing Reported (P.g., puts, calls, warrants, options, convertible Securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Pollowing Reported (P.g., puts, calls, warrants, options, cancer and puts	(First) (Middle) (First) (Middle) (First) (Middle) (RAY, INC.  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DISON AVENUE, 19TH FLOOR  ORK NY 10065 (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3)  2. 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## **Explanation of Responses:**

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 17, 2021.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.89 to \$14.54, inclusive. The reporting person undertakes to provide to Tilray, Inc., any security holder of Tilray, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).
- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.89 to \$14.74, inclusive. The reporting person undertakes to provide to Tilray, Inc., any security holder of Tilray, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3).
- 4. 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.

/s/ Carl A. Merton, as attorney-in-fact for Brendan 08/06/2021 **Kennedy** 

\*\* 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.