

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Greenwood Maryscott</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>09/30/2020</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		
1100 MAUGHAN ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<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	09/30/2020		M		15,313	A	(1)	31,704	D	
Class 2 Common Stock	09/30/2020		M		15,383	A	(1)	47,087	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
Restricted Stock Units	(2)	09/30/2020		A		15,313	09/30/2020 <sup>(3)(4)</sup>	(3)(4)	Class 2 Common Stock	15,313	\$0.00	0	D	
Restricted Stock Units	(2)	09/30/2020		A		15,383	09/30/2020 <sup>(5)(6)</sup>	(5)(6)	Class 2 Common Stock	15,383	\$0.00	0	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") converted into one share of Class 2 Common Stock.
- Each RSU represents a contingent right to receive one share of the Issuer's Class 2 Common Stock.
- The RSUs shall vest at the rate of 25% of the RSUs on the twelve (12) month anniversary of June 1, 2018 (the "Vesting Date"), and the remaining RSUs will vest quarterly thereafter at the rate of 6.25% of the total number of RSUs on each quarterly anniversary of the Vesting Date thereafter for so long as the Reporting Person remains in Continuous Service (as defined in the Issuer's 2018 Equity Incentive Plan), such that the total number of RSUs shall be fully vested on the four-year anniversary of the Vesting Date.
- Pursuant to a Separation Agreement, dated August 6, 2020, between the Issuer and the Reporting Person, effective as of September 30, 2020, all unvested shares subject to the RSU vested.
- 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.
- Pursuant to a Separation Agreement, dated August 6, 2020, between the Issuer and the Reporting Person, (1) 10,989 shares subject to the RSU were forfeited for no consideration on August 6, 2020, and (2) 15,383 shares subject to the RSU vested as of September 30, 2020.

**Remarks:**

/s/ Alan Hamblton, Attorney-in-fact 09/30/2020

\*\* 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.