FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C.	20549
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OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average b	urden								
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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

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Name and Address of Reporting Person*  Down Robertsh						2. Issuer Name <b>and</b> Ticker or Trading Symbol Tilray, Inc. [TLRY]										Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Dopp Rebekah</u>						Times, Times. [ Times ]									X Direct	or		10% O	vner		
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 12/01/2020									1		Officer (give title below)			specify	
1100 MA																					
(Street)					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicab Line)					
NANAIN	MO A	1	V9X IJ2														rm filed by One Reporting Person rm filed by More than One Reporting				
(City)	(S	tate)	(Zip)													Perso			. one repe	9	
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	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)						Execution Date,			Co	Transaction Dispos		Dispose	rities Acquired (A) o ed Of (D) (Instr. 3, 4 a			Benefic Owned	es ially Following	Form (D) o	n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Со	de V		Amount	unt (A) or (D)		Price		erted saction(s) c. 3 and 4)				
Class 2 Common Stock 12/01/							/2020			1		2,18	2,188 A		(1)	20	20,496		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. Deeme Execution if any (Month/Day	Date,	Code (Ins				Expira	6. Date Exercisat Expiration Date (Month/Day/Year)			Amount of			8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transactie (Instr. 4)	s Ily	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A) (D)		Date Exerci	sable	Ex Da	opiration	Title	or No	umber						
Restricted Stock Units	(2)	12/01/2020			M			2,188	12/01/	2020		(3)	Class 2 Commo	1 2	2,188	\$0.00	13,12	5	D		

## **Explanation of Responses:**

- 1. Each restricted stock unit ("RSU") converted into one share of Class 2 Common Stock.
- 2. Each RSU represents a contingent right to receive one share of the Issuer's Class 2 Common Stock.
- 3. 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.

## Remarks:

/s/ Julia Stark, Attorney-in-fact 12/03/2020

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.