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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 13D**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 4)\***

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**Tilray, Inc.**  
(Name of Issuer)

**Class 2 Common Stock**  
(Title of Class of Securities)

**88688T 100**  
(CUSIP Number)

**Brendan Kennedy**  
2701 Eastlake Ave. E., 3rd Floor  
Seattle, WA 98102  
**Telephone: (206) 395-7505**  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**February 16, 2021**  
(Date of Event Which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1.	Name of Reporting Persons.  Brendan Kennedy
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC USE ONLY
4.	Source of Funds (See Instructions)  AF
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  <input type="checkbox"/>
6.	Citizenship or Place of Organization  United States Citizen
Number of Shares Beneficially Owned by Each Reporting Person With:	7. Sole Voting Power  12,782,843 shares(1)
	8. Shared Voting Power  0 shares
	9. Sole Dispositive Power  12,782,843 shares (1)
	10. Shared Dispositive Power  0 shares
11.	Aggregate Amount Beneficially Owned by Each Reporting Person  12,782,843 shares (1)
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11)  7.9% (2)
14.	Type of Reporting Person (See Instructions)  IN

- (1) Consists of (1) 9,866,975 shares of Class 2 Common Stock held directly by Mr. Kennedy, (2) 2,634,053 shares of Class 2 Common Stock that are issuable upon the exercise of options held directly by Mr. Kennedy that are exercisable within 60 days of February 12, 2021, and (3) 234,940 shares of Class 2 Common Stock held directly by a limited liability company, of which Mr. Kennedy is the sole member and has sole voting and investment power decisions as it relates to such limited liability company.
- (2) Based on (1) 158,256,763 shares of Class 2 Common Stock that were outstanding as of December 15, 2020, set forth in the Issuer's Current Report on Form 8-K filed with the SEC on December 21, 2020, (2) 2,634,053 shares of Class 2 Common Stock that are issuable upon the exercise of options held directly by Mr. Kennedy that are exercisable within 60 days of February 12, 2021, and (3) 46,875 shares of Class 2 Common Stock that are issuable upon the vesting of restricted stock units held directly by Mr. Kennedy that will vest within 60 days of December 15,

**Item 1. Security and Issuer.**

This Amendment No. 4 (“Amendment No. 4”) to Schedule 13D amends the statement on Schedule 13D filed on December 23, 2019 (the “Original Schedule 13D”), as amended by Amendment No. 1 as filed with the Securities and Exchange Commission on June 19, 2020 (“Amendment 1”), Amendment No. 2 as filed with the Securities and Exchange Commission on September 24, 2020, and Amendment No. 3 as filed with the Securities and Exchange Commission on October 16, 2020 (“Amendment 3” and together with the Original Scheduled 13D, Amendment No. 1, Amendment No. 2 and this Amendment No. 4, the “Schedule 13D”) with respect to the Class 2 Common Stock of Tilray, Inc. (the “Issuer”), having its principal executive office at 1100 Maughan Road, Nanaimo, BC, Canada. Except as otherwise specified in this Amendment No. 4, all items in the Schedule 13D, as amended by Amendment 1, Amendment 2, and Amendment No. 3, are unchanged. All capitalized terms used in this Amendment No. 4 and not otherwise defined herein have the meanings ascribed to such terms in the Original Schedule 13D.

The Reporting Person is filing this Amendment No. 4 to report a decrease in the percentage of the class beneficially owned by the Reporting Person due to an increase in the aggregate number of outstanding securities of the Issuer.

**Item 5. Interest in Securities of the Issuer**

- (a) State the aggregate number and percentage of the class of securities identified pursuant to Item 1 (which may be based on the number of securities outstanding as contained in the most recently available filing with the Commission by the issuer unless the filing person has reason to believe such information is not current) beneficially owned (identifying those shares which there is a right to acquire) by each person named in Item 2. The information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group within the meaning of Section 13(d)(3) of the Act:

The Reporting Person is the beneficial owner of 12,782,843 shares of Class 2 Common Stock, representing 7.9 % of the outstanding Class 2 Common Stock. The Reporting Person’s ownership includes (1) 9,866,975 shares of Class 2 Common Stock held directly by the Reporting Person, (2) 2,634,053 shares of Class 2 Common Stock that are issuable upon the exercise of options held directly by the Reporting Person that are exercisable within 60 days of February 12, 2021, and (3) 234,940 shares of Class 2 Common Stock held directly by an LLC, of which the Reporting Person is the sole member.

The percentage in the foregoing paragraph is based on (1) 158,256,763 shares of Class 2 Common Stock that were outstanding as of December 15, 2020, set forth in the Issuer’s Form 8-K filed with the SEC on December 21, 2020, (2) 2,634,053 shares of Class 2 Common Stock that are issuable upon the exercise of options held directly by the Reporting Person that are exercisable within 60 days of February 11, 2021, and (3) 46,875 shares of Class 2 Common Stock that are issuable upon the vesting of restricted stock units held directly by the Reporting Person that will vest within 60 days of December 15, 2020.

- (b) For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared:

Regarding the number of shares as to which the Reporting Person has:

- a. Sole power to vote or to direct the vote: See line 7 of cover sheet.
  - b. Shared power to vote or to direct the vote: See line 8 of cover sheet.
  - c. Sole power to dispose or to direct the disposition: See line 9 of cover sheet.
  - d. Shared power to dispose or to direct the disposition: See line 10 of cover sheet.
- (c) Describe any transactions in the class of securities reported on that were effected during the past sixty days or since the most recent filing of Schedule 13D (§240.13d-191), whichever is less, by the persons named in response to paragraph (a):

Information with respect to transactions in the Securities which were effected within the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by the Reporting Person is set forth below.

Date of Transaction	Type of Transaction	Quantity	Class of Stock	Price Per Share (excluding commissions)
07/31/2020	Cancellation	9,783*	Class 2 Common Stock	N/A
11/04/2020	Sale	400,000	Class 2 Common Stock	\$6.038**
11/05/2020	Sale	400,000	Class 2 Common Stock	\$7.434**
11/06/2020	Sale	400,000	Class 2 Common Stock	\$9.883**
11/10/2020	Option Exercise	380,781	Class 2 Common Stock	\$7.76
01/01/2021	RSU Vesting	46,875	Class 2 Common Stock	N/A
01/01/2021	Sale	12,777***	Class 2 Common Stock	N/A
01/25/2021	Cancellation	3,428****	Class 2 Common Stock	N/A

\* Represents the aggregate number of shares cancelled pursuant to claim against shares held in escrow, including 163 shares held in escrow by an LLC of which the Reporting Person is the sole member.

\*\*Represents the weighted average sale price.

\*\*\*Represents the number of shares withheld by the Issuer to satisfy the tax withholding obligations in connection with the vesting of the RSU.

\*\*\*\* Represents the aggregate number of shares cancelled pursuant to claim against shares held in escrow, including 57 shares held in escrow by an LLC of which the Reporting Person is the sole member.

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- (d) If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of an employee benefit plan, pension fund or endowment fund is not required:

Not applicable.

- (e) If applicable, state the date on which the reporting person ceased to be the beneficial owner of more than five percent of the class of securities:

Not applicable.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 16, 2021

By: \* \_\_\_\_\_  
Brendan Kennedy

Date: February 16, 2021

\*By: /s/ Julia Stark  
Julia Stark, as Attorney-in-Fact

This Schedule 13D was executed by Julia Stark on behalf of Brendan Kennedy pursuant to a Power of Attorney, a copy of which was filed the SEC on September 24, 2020.