FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL									
	OMB Number:	3235-0287								
	Estimated average burden									
- 1	hours per response.	0.5								

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

Name and Address of Reporting Person*     Pastorius Edward Wood JR						2. Issuer Name <b>and</b> Ticker or Trading Symbol Tilray, Inc. [ TLRY ]							5. (C	Relat heck	all applic Directo	or		10% Ov	vner
(Last) 1100 MA	.ast) (First) (Middle) 100 MAUGHAN ROAD							3. Date of Earliest Transaction (Month/Day/Year) 01/23/2019								Officer (give title below)  Chief Reve		Other (s below) Officer	pecity
(Street) NANAIN			V9X IJ2		4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)								Indivine)	vidual or Joint/Group Filing (Check A Form filed by One Reporting Pers Form filed by More than One Reportson			orting Person	on
(City)	(81		(Zip)		<u> </u>														
		Tab	le I - No	on-Deri	vativ	e Se	curit	ies Ac	quirec	d, Di	sposed o	f, or Be	neficia	lly (	Owned				
1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day				Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a			and 5) Securition Benefici		es ally Following	Form (D) o	n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Code	v	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)				(111511. 4)		
Class 2 Common Stock 01/23/20				/2019	)19			M		50,000	A	(1)	.)		4,705		D		
Class 2 Common Stock 01/24/20				/2019	019		S		20,578	D	\$74.20	74.2092 4		4,127		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. Deen Executio if any (Month/D	n Date,		Transaction Code (Instr.		n of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amoun of Securities Underlying Derivative Security (Instr. 3 and 4)		Price of erivative ecurity estr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly Owne Form: Direct or Ind (I) (Ins	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amount or Number of Shares						
Restricted Stock Units	(1)	01/23/2019			M			50,000	01/23/2	2019	(2)	Class 2 Common Stock	50,000		\$0.00	50,000	)	D	

## **Explanation of Responses:**

- 1. Each restricted stock unit ("RSU") converted into one shares of Class 2 Common Stock.
- 2. The remaining RSUs will vest quarterly at a rate of 6.25% of the total number of RSUs on each quarterly anniversary of January 1, 2017 (the "Vesting Commencement Date") for so long as the Reporting Person remains in Continuous Service (as defined in the Company's 2018 Equity Incentive Plan), such that the total number of RSUs shall be fully vested on the four-year anniversary of the Vesting Commencement Date.

## Remarks:

/s/ Alan Hambelton, Attorneyin-fact

01/25/2019

\*\* 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.