

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Auerbach Michael</u> (Last) (First) (Middle) 1100 MAUGHAN ROAD (Street) NANAIMO A1 V9X IJ2 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tilray, Inc. [TRLY]</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)
	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/23/2021		J ⁽¹⁾		228,433 ⁽¹⁾	D	\$0.00	779,514	I	By: Murphy Ofutt LLC ⁽²⁾
Class 2 Common Stock	02/23/2021		J ⁽³⁾		20,392 ⁽³⁾	A	\$0.00	37,882	I	By: M3 Daat, LLC ⁽⁴⁾
Class 2 Common Stock	02/23/2021		J ⁽⁵⁾		89,349 ⁽⁵⁾	D	\$0.00	304,897	I	By: Murphy Ofutt Common LLC ⁽⁶⁾
Class 2 Common Stock	02/23/2021		J ⁽⁷⁾		5,929 ⁽⁷⁾	A	\$0.00	43,811	I	By: M3 Daat, LLC ⁽⁴⁾
Class 2 Common Stock								278,855	D	
Class 2 Common Stock								42,028	I	By: M3 Ein Sof LLC ⁽⁸⁾

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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- Murphy Ofutt, LLC made a pro rata distribution for no consideration of 228,433 shares of Class 2 Common Stock of the Issuer ("Distribution Shares") to its members on February 23, 2021.
- Mr. Auerbach serves as General Partner of Murphy Ofutt, LLC, a multi-member limited liability company. Mr. Auerbach has sole voting and investment power with respect to the shares held by Murphy Ofutt, LLC.
- Mr. Auerbach retained interest in 20,392 of the Distribution Shares through M3 Daat, LLC, in which Mr. Auerbach is a member and has sole voting and investment power.
- The Reporting Person is a member of M3 Daat, LLC and has sole voting and investment power with respect to the shares held by M3 Daat, LLC.
- Murphy Ofutt Common LLC made a pro rata distribution for no consideration of 89,349 shares of Class 2 Common Stock of the Issuer ("Murphy Distribution Shares") to its members on February 23, 2021.
- Mr. Auerbach serves as General Partner of Murphy Ofutt Common, LLC, a multi-member limited liability company. Mr. Auerbach has sole voting and investment power with respect to the shares held by Murphy Ofutt Common, LLC
- Mr. Auerbach retained interest in 5,929 of the Murphy Distribution Shares through M3 Daat, LLC, in which Mr. Auerbach has sole voting and investment power.
- Mr. Auerbach is a member of M3 Ein Sof LLC and has sole voting and investment power with respect to the shares held by M3 Ein Sof LLC.

Remarks:

/s/ Julia Stark, Attorney-in- 02/25/2021

[Fact](#)

** 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.

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