

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

**FORM 40-F  
(AMENDMENT NO. 1)**

- Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934  
or  
 Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended May 31, 2019

Commission File Number 001-38708

**Aphria Inc.**

(Exact name of Registrant as specified in its charter)

**Canada**  
(Province or other jurisdiction of  
incorporation or organization)

**2833**  
(Primary Standard Industrial Classification  
Code Number)

**N/A**  
(I.R.S. Employer  
Identification Number)

**265 Talbot St. W.  
Leamington, Ontario, Canada N8H 4H3  
(844) 427-4742**

(Address and telephone number of Registrant's principal executive offices)

**CT Corporation System**

**15<sup>th</sup> Street N.W., Suite 1000, Washington, DC  
20005 (202) 572-3100**

(Name, address (including zip code) and telephone number  
(including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Common Shares</b>	<b>APHA</b>	<b>New York Stock Exchange</b>

Securities registered pursuant to Section 12(g) of the Act: Common Shares, no par value

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

For annual reports, indicate by check mark the information filed with this Form:

- Annual information form  Audited annual financial statements

Indicate the number of outstanding shares of each of the registrant's classes of capital or common stock as of the close of the period covered by the annual report: 250,989,120

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files).  Yes  No

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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### EXPLANATORY NOTE

Aphria Inc. (“Aphria” or the “Registrant”) is filing this Amendment No. 1 (the “Form 40-F/A”) to its Annual Report on Form 40-F for the year ended May 31, 2019 (the “Fiscal Year”), filed on August 1, 2019 (the “Original Filing”), solely to furnish its financial statements for the Fiscal Year formatted in eXtensible Business Reporting Language (“XBRL”). In accordance with the policy of the Securities and Exchange Commission (the “Commission”) stated in Release No. 33-9002, Aphria is filing this Form 40-F/A within the 30-day period available to first-time XBRL filers following the filing of our Form 40-F Annual Report, as filed with the Commission in the Original Filing.

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

**APHRIA INC.**

By: /s/ Irwin Simon  
Name: Irwin Simon  
Title: Chief Executive Officer

Date: August 23, 2019

**EXHIBIT INDEX**

The following documents are being filed with the Commission as Exhibits to this Form 40-F/A:

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
99.1	Annual Information Form dated July 31, 2019*
99.2	Audited Annual Consolidated Financial Statements and notes thereto as at and for the years ended May 31, 2019 and May 31, 2018, together with the report thereon of the independent auditor*
99.3	Management's Discussion and Analysis for the years ended May 31, 2019 and May 31, 2018*
99.4	Certificate of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act*
99.5	Certificate of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act*
99.6	Certificate of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
99.7	Certificate of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
99.8	Consent of PricewaterhouseCoopers LLP*
<b>XBRL</b>	
101.INS	XBRL Instance
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

\* Previously filed in the Original Filing.