

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

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. \_\_\_\_\_)\*

**TILT Holdings Inc.**

(Name of Issuer)

Common shares, no par value  
(Title of Class of Securities)

88688R104  
(CUSIP Number)

December 31, 2022  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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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<b>1.</b>	NAME OF REPORTING PERSON Mark Scatterday
<b>2.</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
<b>3.</b>	SEC USE ONLY
<b>4.</b>	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America
NUMBERS OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5.</b> SOLE VOTING POWER 30,149,207(a)
	<b>6.</b> SHARED VOTING POWER 0
	<b>7.</b> SOLE DISPOSITIVE POWER 30,149,207(a)
	<b>8.</b> SHARED DISPOSITIVE POWER 0
<b>9.</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 30,149,207(a)
<b>10.</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>

11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.3%(b)
12.	TYPE OF REPORTING PERSON (See Instructions) IN

- (a) Represents (i) 1,300,000 common shares held by the Reporting Person, (ii) 27,182,540 limited partnership units (the "Units") of Jimmy Jang L.P., a subsidiary of the Issuer, held by Mak One LLLP ("Mak One"), of which the Reporting Person is the owner of 100% of the partnership interests, with each Unit being convertible together with one right (the "Rights") of the Issuer for one common share of the Issuer at any time upon request of the Reporting Person; (iii) 27,182,540 Rights held by Mak One, and (iv) 1,666,667 common shares subject to options held by the Reporting Person that are exercisable within 60 days of December 31, 2022. As reported by the Issuer to the Reporting Person, there were 333,694,012 common shares issued and outstanding as of December 31, 2022.
- (b) Beneficial ownership percentage is based upon 333,694,012 common shares issued and outstanding as of December 31, 2022, as reported by the Issuer to the Reporting Person. Such percentage is calculated in accordance with Rule 13d-3 based on the aggregate number of common shares beneficially owned by the Reporting Person.

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**Item 1.**

- (a) **Name of issuer:** TILT Holdings Inc.
- (b) **Address of issuer's principal executive offices:**

2801 E. Camelback Road #180  
Phoenix, Arizona 85016

**Item 2.**

- (a) **Name of person filing:** Mark Scatterday
- (b) **Address of principal business office or, if none, residence:**

C/O TILT Holdings Inc.  
2801 E. Camelback Road #180  
Phoenix, Arizona 85016

- (c) **Citizenship:** United States of America
- (d) **Title of class of securities:** common shares, no par value
- (e) **CUSIP No:** 88688R104

**Item 3. Type of filing**

Not Applicable.

**Item 4. Ownership**

- (a) **Amount beneficially owned:**

See Item 9 on the cover page hereto.

- (b) **Percent of class:**

See Item 11 on the cover page hereto.

- (c) **Number of shares as to which such person has:**

- (i) **Sole power to vote or to direct the vote**

See Item 5 on the cover page hereto.

- (ii) **Shared power to vote or to direct the vote:**

See Item 6 on the cover page hereto.

- (iii) **Sole power to dispose or to direct the disposition of:**

See Item 7 on the cover page hereto.

- (iv) **Shared power to dispose or to direct the disposition of**

See Item 8 on the cover page hereto.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certifications**

Not Applicable

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**SIGNATURE**

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.

February 10, 2023

\_\_\_\_\_  
(Date)

By: /s/ Mark Scatterday

\_\_\_\_\_  
Name: Mark Scatterday

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