

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 40-F/A  
(Amendment No. 2)**

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: **July 31, 2019**

Commission File Number: **001-38781**

**HEXO CORP.**

(Exact name of Registrant as specified in its charter)

<b><u>ONTARIO</u></b>	<b><u>2833</u></b>	<b><u>Not Applicable</u></b>
(Province or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

**490 Boulevard Saint-Joseph, Suite 204  
Gatineau, Québec  
Canada J8Y 3Y7  
1-(844) 406-1852**

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

**CT Corporation System  
1015 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 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><u>Common Shares, no par value</u></b>	<b><u>HEXO</u></b>	<b><u>New York Stock Exchange</u></b>

Securities registered pursuant to Section 12(g) of the Act: **None**

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 issuer's classes of capital or common stock as of the close of the period covered by the annual report: **256,981,753**

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 transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### **EXPLANATORY NOTE**

This Amendment No. 2 to Form 40-F (the “Form 40-F/A”) for the year ended July 31, 2019 is being filed to furnish the Company’s financial statements for the fiscal year ended July 31, 2019 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, we are filing this Form 40-F/A within the 30-day period available to first-time XBRL filers following the filing of our No.1 Form 40-F/A, as filed with the Commission on October 31, 2019.

Other than as discussed above and expressly set forth herein, this Amendment does not, and does not purport to, amend or restate any other information contained in the No.1 40-F/A nor does this Amendment reflect any events that have occurred after its filing date October 31, 2019. Accordingly, this Amendment should be read in conjunction with the No.1 Form 40-F/A.

### **AUDITED ANNUAL FINANCIAL STATEMENTS**

The amended audited consolidated financial statements of the Company for the year ended July 31, 2019, including the report of the independent auditors thereon, are filed as Exhibit 99.2 to this Amendment, and are incorporated by reference herein.

### **MANAGEMENT’S DISCUSSION AND ANALYSIS**

The Company’s amended Management’s Discussion and Analysis for the year ended July 31, 2019 is filed as Exhibit 99.3 to this Amendment, and is incorporated by reference herein.

### **OFF-BALANCE SHEET ARRANGEMENTS**

Please see the section entitled “Off-Balance Sheet Arrangements and Contractual Obligations” at page 32 of the Company’s amended Management’s Discussion and Analysis for the year ended July 31, 2019 contained in Exhibit 99.3 to this Amendment (which sections are incorporated by reference in this Amendment) for a discussion of certain off-balance sheet arrangements.

### **UNDERTAKING**

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

## CONSENT TO SERVICE OF PROCESS

The Company has previously filed with the SEC a written consent to service of process on Form F-X. Any change to the name or address of the Company's agent for service shall be communicated promptly to the SEC by amendment to the Form F-X referencing the file number of the Company.

## SIGNATURES

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

### HEXO CORP.

Date: November 15, 2019

/s/ Sebastien St-Louis

Name: Sebastien St-Louis

Title: President and Chief Executive Officer

## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Exhibit Description</b>
<u>99.1**</u>	<u>Annual Information Form for the year ended July 31, 2019</u>
<u>99.2</u>	<u>Audited Consolidated Financial Statements for the year ended July 31, 2019 together with the report of the independent auditors thereon</u>
<u>99.3</u>	<u>Management's Discussion and Analysis for the year ended July 31, 2019</u>
<u>99.4</u>	<u>Certificate of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act</u>
<u>99.5</u>	<u>Certificate of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act</u>
<u>99.6</u>	<u>Certificate of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
<u>99.7</u>	<u>Certificate of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
<u>99.8</u>	<u>Consent of MNP LLP</u>
<u>99.9</u>	<u>Annual Report for the year ended July 31, 2019</u>
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

\* To be filed by amendment.

\*\* As previously filed