

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 40-F/A
(Amendment No. 4)**

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)

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

**3000 Solandt Rd
Ottawa, Ontario
Canada K2K 2X2
1-(866) 438-8429**

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

**CT Corporation System
1015 15th 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>
<u>Common Shares, no par value</u>	<u>HEXO</u>	<u>New York Stock Exchange</u>

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. 4 (this “**Amendment**”) to the Annual Report on Form 40-F of HEXO Corp. (the “**Company**”) for the year ended July 31, 2019 (the “**Form 40-F**”) is being filed solely to include the interactive data filing exhibits, which were omitted from Amendment No. 3 to the Form 40-F pursuant to the temporary hardship exemption provided by Rule 201(c) of Regulation S-T.

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: January 2, 2020

/s/ Sebastien St-Louis

Name: Sebastien St-Louis

Title: President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Exhibit Description
<u>99.1*</u>	<u>Annual Information Form for the year ended July 31, 2019</u>
<u>99.2*</u>	<u>Restated 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>Amended 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>Amended 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

* As previously filed