

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>JW Asset Management, LLC</u> <hr/> (Last) (First) (Middle) <u>14 NORTH LAKE ROAD</u> <hr/> (Street) <u>ARMONK NY 10504</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TerrAscend Corp. [TRSSF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/23/2022</u>	
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			
Common Shares	12/23/2022		S		2,149,847	D	(2)(3)	88,450,657	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrants	\$5.25	08/23/2022		J	V		8,591	08/23/2022	08/23/2022	Common Shares	8,591,000	(5)(6)	28,329,517	I	See footnotes ⁽⁵⁾⁽⁶⁾

1. Name and Address of Reporting Person *

JW Asset Management, LLC

(Last) (First) (Middle)

14 NORTH LAKE ROAD

(Street)

ARMONK NY 10504

(City) (State) (Zip)

1. Name and Address of Reporting Person *

JW Partners, LP

(Last) (First) (Middle)

14 NORTH LAKE ROAD

(Street)

ARMONK NY 10504

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
J.W. Opportunities Master Fund, Ltd.		
(Last)	(First)	(Middle)
27 HOSPITAL ROAD		
GEORGE TOWN		
(Street)		
GRAND CAYMAN	E9	KY1-9008
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
JW GP, LLC		
(Last)	(First)	(Middle)
14 NORTH LAKE ROAD		
(Street)		
ARMONK	NY	10504
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Wild Jason G.		
(Last)	(First)	(Middle)
14 NORTH LAKE ROAD		
(Street)		
ARMONK	NY	10504
(City)	(State)	(Zip)

Explanation of Responses:

1. This Form 4 is being filed by JW Asset Management, LLC (the "Advisor") on behalf of itself and JW Partners, LP ("JWP"), JW Opportunities Master Fund, Ltd ("JWO"), JW GP, LLC (the "General Partner"), and Jason G. Wild ("Wild" and, together with the Advisor, JWP, JWO, and the General Partner, the "Reporting Persons"). The Advisor serves as the investment advisor of JWP and JWO. The General Partner serves as general partner to JWP and the manager of JWO. Wild is the managing member of the Advisor and the General Partner.
2. The amount of 2,149,847 in item 4 of Table I reflect the 2,149,847 Common Shares indirectly disposed of by the Advisor, the General Partner and Wild through two advised investment vehicles distributing such Common Shares to their investors to facilitate planned redemption of the distributees' respective interests in the two advised investment vehicles, requiring the filing of this statement. The distributions effectively lowered the holdings of certain Reporting Persons in the Issuer's Common Shares and were offered to all investors in both advised investment vehicles. The Reporting Persons holding investments in the advised investment vehicles elected to maintain their full investment in both vehicles, and as such did not receive a distribution as part of this transaction.
3. (Footnote 2 continued). In accordance with Instruction 4(b)(iv) of Form 4, the entire amount of the Issuer's securities held by the Reporting Persons is reported herein. Each of the Advisor, Wild and the General Partner, disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of its or his indirect pecuniary interest therein, and this report shall not be deemed an admission that either the Advisor, Wild or the General Partner are the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
4. The amount of 88,450,657 in item 5 of Table I includes 2,185,997 direct non-derivative securities beneficially owned by Wild, including the RSUs previously reported.
5. On August 23, 2022, an aggregate of 8,591 warrants held by the Reporting Persons, with exercise prices substantially in excess of the market value of the Common Shares, expired and were forfeited, because the Reporting Persons did not exercise their purchase rights under those warrants.
6. The exercise price of the warrants was CAD 7.21, i.e., approximately US\$5.25.

/s/ Jason Klarreich, Attorney-in-Fact, JW Asset Management, LLC 12/28/2022

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Information Regarding Joint Filers

Designated Filer of Form 4: JW Asset Management, LLC

Date of Earliest Transaction Required to be Reported: December 23, 2022

Issuer Name and Ticker Symbol: **TerrAscend Corp. (TRSSF)**

Names: JW Asset Management, LLC, JW Partners, LP, JW Opportunities Master Fund, Ltd, JW GP, LLC and Jason G. Wild.

Address: JW Asset Management, LLC
14 North Lake Road
Armonk, NY 10504

Signatures:

The undersigned, JW Partners, LP, JW Opportunities Master Fund, Ltd, JW GP, LLC and Jason G. Wild, are jointly filing the attached Statement of Ownership of Securities on Form 4 with JW Asset Management, LLC with respect to the beneficial ownership of securities of TerrAscend Corp.

JW ASSET MANAGEMENT, LLC
By: Jason G. Wild, its Managing Member

/s/ Jason Klarreich
Jason Klarreich, Attorney-in-Fact

JW PARTNERS, LP
By: JW GP, LLC, its General Partner

/s/ Jason Klarreich
Jason Klarreich, Attorney-in-Fact

JW OPPORTUNITIES MASTER FUND, LTD
By: JW GP, LLC, its Manager

/s/ Jason Klarreich
Jason Klarreich, Attorney-in-Fact

JW GP, LLC
By: Jason G. Wild, its Managing Member

/s/ Jason Klarreich
Jason Klarreich, Attorney-in-Fact

JASON G. WILD

/s/ Jason Klarreich
Jason Klarreich, Attorney-in-Fact
