
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

TerrAscend Corp.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

88105E108

(CUSIP Number)

JW PARTNERS, LP
1051 N. Venetian Drive,
Miami Beach, FL, 33139
212-446-5361

JW OPPORTUNITIES FUND, LLC
1051 N. Venetian Drive,
Miami Beach, FL, 33139
212-446-5361

JW Asset Management, LLC
1051 N. Venetian Drive,
Miami Beach, FL, 33139
212-446-5361

JW GP, LLC
1051 N. Venetian Drive,
Miami Beach, FL, 33139
212-446-5361

JASON G. WILD
1051 N. Venetian Drive,
Miami Beach, FL, 33139
212-446-5361

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

12/17/2024

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on 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).

SCHEDULE 13D

CUSIP No.	88105E108
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1	Name of reporting person JW PARTNERS, LP	
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 57,621,892.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 57,621,892.00
11	Aggregate amount beneficially owned by each reporting person 57,621,892.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 19.25 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	88105E108
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1	Name of reporting person JW Opportunities Fund, LLC	
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2	Check the appropriate box if a member of a Group (See Instructions)	
	<input checked="" type="checkbox"/> (a)	<input type="checkbox"/> (b)
3	SEC use only	
4	Source of funds (See Instructions) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 24,643,277.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 24,643,277.00
11	Aggregate amount beneficially owned by each reporting person 24,643,277.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 8.35 %	
14	Type of Reporting Person (See Instructions) CO	

SCHEDULE 13D

CUSIP No.	88105E108
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1	Name of reporting person JW Asset Management, LLC	
2	Check the appropriate box if a member of a Group (See Instructions)	
	<input checked="" type="checkbox"/> (a)	<input type="checkbox"/> (b)
3	SEC use only	
4	Source of funds (See Instructions) OO	

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	7 Sole Voting Power 0.00
	8 Shared Voting Power 97,846,954.00
	9 Sole Dispositive Power 0.00
	10 Shared Dispositive Power 97,846,954.00
11	Aggregate amount beneficially owned by each reporting person 97,846,954.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 32.34 %
14	Type of Reporting Person (See Instructions) IA, OO

SCHEDULE 13D

CUSIP No.	88105E108
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1	Name of reporting person JW GP, LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 97,686,970.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 97,686,970.00
11	Aggregate amount beneficially owned by each reporting person 97,686,970.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 32.28 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No.	88105E108
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1	Name of reporting person Jason G. Wild
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) PF, OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 4,682,322.00
	8	Shared Voting Power 97,846,954.00
	9	Sole Dispositive Power 4,682,322.00
	10	Shared Dispositive Power 97,846,954.00
11	Aggregate amount beneficially owned by each reporting person 102,529,276.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 33.74 %	
14	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13D

Item 1. Security and Issuer

(a) **Title of Class of Securities:**

Common Shares

(b) **Name of Issuer:**

TerrAscend Corp.

(c) **Address of Issuer's Principal Executive Offices:**

77 City Centre Drive, Suite 501, Mississauga, ONTARIO, CANADA , L5B 1M5.

Item 1 Comment:

This Schedule 13D/A (the "Schedule") relates to the common shares, with no par value ("Common Shares"), of the Issuer and amends and supplements the Schedule 13D dated May 31, 2023 (as amended) filed by the Reporting Persons. Capitalized terms used but not defined herein have the meaning given to such terms in the Schedule 13D. Except as set forth herein and any previous amendment, the Schedule 13D is unmodified.

Item 4. Purpose of Transaction

On December 17, 2024, in connection with the rationalization of the Reporting Person's private fund structure, JW Opportunities Master Fund, Ltd., which is being wound down and liquidated, transferred 19,352,516 Common Shares and 3,000,000 convertible preferred shares to its onshore feeder fund, JW Opportunities Fund, LLC ("JWO LLC"). JWO no longer beneficially owns any Common Shares.

Item 5. Interest in Securities of the Issuer

(a) (a)-(b) JWP may be deemed, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, to be the beneficial owner of an aggregate of 57,621,892 Common Shares as of December 17, 2024, which represent 19.25% of the Issuer's outstanding Common Shares.

JWO LLC may be deemed, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, to be the beneficial owner of an aggregate of 24,643,277 Common Shares as of December 17, 2024, which represent 8.35% of the Issuer's outstanding Common Share.

The Advisor may be deemed, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, to be the beneficial owner of an aggregate of 97,846,954 Common Shares as of December 17, 2024, which represent 32.34% of the Issuer's outstanding Common Shares.

The General Partner may be deemed, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, to be the beneficial owner of an aggregate of 97,686,970 Common Shares as of December 17, 2024, which represent 32.28% of the Issuer's outstanding Common Shares.

Wild may be deemed, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, to be the beneficial owner of an aggregate of 102,529,276 Common Shares as of December 17, 2024, which represent 33.74% of the Issuer's outstanding Common Shares.

For purposes of calculating the percentages set forth in this Item 5, the number of Common Shares outstanding is assumed to be the aggregate of 292,286,858, according to the Form 10-Q filed by the Issuer on November 6, 2024.

Each Reporting Person, as a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Common Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein. See Exhibit 2 of Schedule 13D.

In the past sixty days, the Reporting Persons effected no transactions in the Common Shares other than as set forth in Item 4 above:

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

To the knowledge of the Reporting Persons, except for the matters described in the Schedule 13D (as amended), this Schedule 13D/A, or as set forth below, there is no contract, arrangement, understanding or relationship (legal or otherwise) among the Reporting Persons or between the Reporting Persons and any other person with respect to any securities of the Issuer.

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.

JW PARTNERS, LP

Signature: /s/ Jason Klarreich
Name/Title: Jason Klarreich, Attorney-In-Fact
Date: 12/19/2024

JW Opportunities Fund, LLC

Signature: /s/ Jason Klarreich
Name/Title: Jason Klarreich, Attorney-In-Fact
Date: 12/19/2024

JW Asset Management, LLC

Signature: Jason G. Wild, its Managing Member
Name/Title: Jason Klarreich, Attorney-In-Fact
Date: 12/19/2024

JW GP, LLC

Signature: /s/ Jason Klarreich
Name/Title: Jason Klarreich, Attorney-In-Fact
Date: 12/19/2024

Jason G. Wild

Signature: /s/ Jason Klarreich

Name/Title: Jason Klarreich, Attorney-In-Fact

Date: 12/19/2024