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

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 3)*

TerrAscend Corp

(Name of Issuer)

Common Stock

(Title of Class of Securities)

88105e108

(CUSIP Number)

<u>December 30, 2022</u>

(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) [X] Rule 13d-1(c) [] Rule 13d-1(d)

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 Instructions).

^{*} 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.

CUSIP No.: 88105e108

1	NAME OF REPORTING PERSON Cowen Financial Products LLC I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)						
	27-0423711		,				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) []						
3	SEC USE ONLY						
4	CITIZENSH USA	IP OR	PLACE OF ORGANIZATION				
	BER OF	5	SOLE VOTING POWER 9,616,988				
	ARES ICIALLY	6	SHARED VOTING POWER				
REPC	BY EACH ORTING ON WITH	7	SOLE DISPOSITIVE POWER 9,616,988				
Linoc	211 W 1111	8	SHARED DISPOSITIVE POWER				
9	AGGREGA 9,616,988	TE AN	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10	CHECK BO	X IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT 0	OF CL	ASS REPRESENTED BY AMOUNT IN ROW (9)				
12	TYPE OF R Passive Inve		TING PERSON				

ITEM 1(e). NAME OF ISSUER: TerrAscond Corp ITEM 1(f). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 3610 Movis R4. Mississauja Ontatio Canada A6 LSB 4A7 ITEM 2(a). NAME OF PERSON FILING: Covern Financial Products LLC ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE: 550 Loxington Ave. 2:1st Floor New York, NY 10022 ITEM 2(c). CITIZENHP: USA ITEM 2(d). TITLE OF CLASS OF SECURITIES: Common Stock ITEM 3(d). TITLE OF CLASS OF SECURITIES: Common Stock ITEM 3(e). CUSIP NUMBER: 88105e-108 ITEM 3(e). IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A: ITEM 3(a) [1] Broker or deader registered under Section 15 of the Act (15 U.S.C. 78c); (b) [1] Banks as defined in Section 3(a)(5) of the Act (15 U.S.C. 78c); (c) [1] Insurance company as defined in Section 8(a)(19) of the Act (15 U.S.C. 78c); (d) [1] An investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a.8); (e) [1] An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E); (f) [1] An amplyose benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F); (g) [1] A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G); (h) [1] A savings associations as defined in Section 8(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (g) [1] A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(G); (h) [1] A savings associations as defined in Section 8(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (g) [1] A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(G); (h) [1] A company Act of 1940 (15 U.S.C. 80a.8); (e) Number of shares as to which the person has: (i) sole power to vote or to direct the vote: Cowern Financial Products LLC: 9.616.988 (ii) shared power to vote or to direct the vote: Cowern Financial Products LLC: 9.616.988 (ii) shared power to vote or to direct the vote: Cowern Financial Products LLC: 9.616.988 (iii) shared power to vote or to direct			_	2108				
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ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 3510 Mavis Rd. Mississauga Ontario Canada AS LSB 4A7 ITEM 2(a). NAME OF PERSON FILING: Coven Financial Products LLC ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE: 590 Lexington Ave. 21st Floor New York, NY 10022 ITEM 2(c). CITIZENSHIP: USA ITEM 2(d). TITLE OF CLASS OF SECURITIES: Common Stock ITEM 2(e). CUSIP NUMBER: 88105-100 ITEM 3(e). CUSIP NUMBER: 88105-100 ITEM 3(d). If THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (e) CHECK WHETHER THE PERSON FILING IS A: (a) [] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c); (b) [] Insurance company as defined in Section 3(a)(10) of the Act (15 U.S.C. 78c); (c) [] Insurance company as defined in Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8) (e) [] An investment adviser in accordance with 240.13d-1(b)(1)(ii)(F); (i) [] A parent holding company or control person in accordance with 240.13d-1(b)(1)(iii)(F); (ii) [] A parent holding company or control person in accordance with 240.13d-1(b)(1)(iii)(G); (ii) [] A nor-U.S. institution in accordance with 240.13d-1(b)(1)(iii)(G); (ii) [] A nor-U.S. institution in accordance with 240.13d-1(b)(1)(iii)(G); (ii) [] A nor-U.S. institution in accordance with 240.13d-1(b)(1)(iii)(G); (iii) [] A nor-U.S. institution in accordance with 240.13d-1(b)(1)(iii)(G); (iv) [] Group, in accordance with 240.13d-1(b)(1)(iii)(G); (iv) Group over to vote to to direct the vote: Coven Financial Products LLC: 9,616,388 (iv) Percent of class: Coven Financial Products LLC: Coven Financial Products LLC: Coven Financial Products LLC:	ITEM 1(a).	NAME OF ISSUER:						
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(g) [] A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G); (h) [] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); (j) [] A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J); (k) [] Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filling as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution: ITEM 4. OWNERSHIP (a) Amount beneficially owned: 9,616,988 (b) Percent of class: 3.8% (c) Number of shares as to which the person has: (i) sole power to vote or to direct the vote: Cowen Financial Products LLC: 9,616,988 (ii) shared power to vote or to direct the vote: Cowen Financial Products LLC:		(e)	[]	An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);				
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 (a) Amount beneficially owned: 9,616,988 (b) Percent of class: 3.8% (c) Number of shares as to which the person has: (i) sole power to vote or to direct the vote: Cowen Financial Products LLC: 9,616,988 (ii) shared power to vote or to direct the vote: Cowen Financial Products LLC: 		(k)	[]	• • • • • • • • • • • • • • • • • • • •				
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Cowen Financial Products LLC : 9,616,988 (ii) shared power to vote or to direct the vote: Cowen Financial Products LLC :								
(ii) shared power to vote or to direct the vote: Cowen Financial Products LLC:								
(ii) shared power to vote or to direct the vote: Cowen Financial Products LLC:								
Cowen Financial Products LLC :								
Cowen Financial Products LLC: 9,616,988								
(iv) shared power to dispose or to direct the disposition of:								

Cowen Financial Products LLC:

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 [X].

- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No.: 88105e108

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.

January 25 2023 Cowen Financial Products LLC

By: /s/ John Holmes

Name: John Holmes

Title: Chief Operating Officer

 $Attention-Intentional\ misstatements\ or\ omissions\ of\ fact\ constitute\ Federal\ criminal\ violations\ (See\ 18\ U.S.C.\ 1001).$