

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 2, 2022**

TERRASCEND CORP.

Commission File Number: **000-56363**

Ontario, Canada
(State or other jurisdiction
of incorporation)

N/A
(IRS Employer
Identification No.)

3610 Mavis Road
Mississauga, Ontario
(Address of principal executive offices)

L5C 1W2
(Zip Code)

(855) 837-7295

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
N/A		

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 2, 2022, TerrAscend Corp. (the "Company") appointed Kara DioGuardi to the Company's board of directors (the "Board"), effective immediately (the "Effective Date").

Ms. DioGuardi will participate in the Company's standard non-employee director compensation program as described in the Company's Form 10 filed with the SEC on January 20, 2022.

There are no arrangements or understandings between Ms. DioGuardi and any other person pursuant to which she was appointed director of the Company. There are also no transactions involving Ms. DioGuardi requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On March 3, 2022 the Company issued a press release announcing the appointment of Ms. DioGuardi as a director on the Board. A copy of the press release is attached hereto as Exhibit 99.1.

The information (including Exhibit 99.1) being furnished pursuant to this Item 7.01 shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibit is furnished with this report:

Exhibit No.	Description
<u>99.1</u> 104	Press Release issued by TerrAscend Corp. on March 3, 2022 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 3, 2022

TerrAscend Corp.

By: /s/ Keith Stauffer
Keith Stauffer
Chief Financial Officer



TerrAscend Announces the Appointment of Kara DioGuardi to its Board of Directors

TORONTO, March. 3, 2022 - TerrAscend Corp. ("TerrAscend" or the "Company") (CSE: TER) (OTCQX: TRSSF), a leading North American cannabis operator, today announced the appointment of Kara DioGuardi to its Board of Directors. A Grammy nominated songwriter, producer, record executive, music publisher, Broadway actress and former American Idol judge, Ms. DioGuardi's credits include 320 songs released by major labels, 11 of which have earned Grammy nominations, 23 BMI Awards and more than 50 charting singles, cumulatively surpassing one billion streams. Ms. DioGuardi co-founded Arthouse Entertainment ("Arthouse"), a music publishing company that holds past and present copyrights of many of the industry's most popular Grammy-winning artists.

"I am thrilled to add Kara to our Board and look forward to leveraging the knowledge and insights she gained as a trailblazer in the music publishing industry," said Jason Wild, Executive Chairman of TerrAscend. "In particular, her deep brand building expertise and eye for talent and product appeal will be beneficial as we integrate our business with Gage Cannabis and focus on increasing brand equity across our core markets."

In addition to her extensive music industry career, Ms. DioGuardi co-founded Inspired Nation in 2016, a non-profit that aims to provide young aspiring artists with a platform to tell their stories. All proceeds from Inspired Nation's singing competitions benefit youth-focused charities. Prior to founding Arthouse and Inspired Nation, DioGuardi held several roles in the music industry throughout her career, including music producer and label executive for Billboard Magazine. DioGuardi graduated from Duke University in 1992 with a Bachelor of Political Science and Government, and presently serves on five boards, including the MLC and NMPA S.O.N.G.S. boards.

About TerrAscend

TerrAscend is a leading North American cannabis operator with vertically integrated operations in Pennsylvania, New Jersey, and California, licensed cultivation and processing operations in Maryland and licensed production in Canada. TerrAscend operates The Apothecarium dispensary retail locations as well as scaled cultivation, processing, and manufacturing facilities on both the East and West coasts. TerrAscend's cultivation and manufacturing practices yield consistent, high-quality cannabis, providing industry-leading product selection to both the medical and legal adult-use markets. The Company owns several synergistic businesses and brands, including The Apothecarium, Ilera Healthcare, Kind Tree, Prism, State Flower, Valhalla Confections, and Arise Bioscience Inc. For more information, visit www.terrascend.com.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This news release contains "forward-looking information" within the meaning of applicable securities laws. Forward-looking information contained in this press release may be identified by the use of words such as, "may", "would", "could", "will", "likely", "expect", "anticipate", "believe", "intend", "plan", "forecast", "project", "estimate", "outlook" and other similar expressions. Forward-looking statements in this press release include, but are not limited to, statements regarding the Company's goals regarding its financial position, value proposition, market position and business strategy. Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors relevant in the circumstances, including assumptions in respect of current and future market conditions, the current and future regulatory environment, and the availability of licenses, approvals and permits.

Actual results and developments may differ materially from those contemplated by these statements. Such forward-looking statements are based on certain assumptions regarding expected growth, results of operations, performance, industry trends and growth opportunities. These assumptions may prove to be incorrect. Readers are cautioned not to place undue reliance on forward-looking statements.

Forward-looking information is subject to a variety of risks and uncertainties that could cause actual events or results to differ materially from those projected in the forward-looking information. Such risks and uncertainties include, but are not limited to, current and future market conditions; risks related to federal, state, provincial, territorial, local and foreign government laws, rules and regulations, including federal and state laws in the United States relating to cannabis operations in the United States; and the risk factors described in our Registration Statement on Form 10 and other filings with the U.S. Securities and Exchange Commission, which are available at www.sec.gov, and other filings with Canadian securities regulators, including TerrAscend's management information circular dated October 4, 2021, and TerrAscend's most recently filed MD&A, both filed with the Canadian securities regulators and available under TerrAscend's profile on SEDAR at www.sedar.com.

The statements in this press release are made as of the date of this release. TerrAscend disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

For more information regarding TerrAscend:

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