

TERRA TECH CORP.
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August 5, 2016

VIA EDGAR TRANSMISSION

Ms. Amanda Ravitz
Assistant Director
Office of Electronics and Machinery
United States Securities and Exchange Commission
Division of Corporate Finance – Mail Stop 3030
Washington, DC 20549

**Re: Terra Tech Corp.
Registration Statement on Form S-3
Filed April 11, 2016
File No. 333-210673**

**Proxy Statement on Schedule 14A
Filed April 11, 2016
File No. 000-54258**

Dear Ms. Ravitz:

Terra Tech Corp., a Nevada corporation (the "Company," "we," "us," or "our"), is submitting this letter in response to the comment letter from the staff (the "Staff") of the Securities and Exchange Commission (the "Commission") dated April 28, 2016 (the "Comment Letter"), specifically with respect to the Company's Preliminary Proxy Statement on Schedule 14A, filed with the Commission on April 11, 2016. Today, we are filing a further preliminary proxy statement.

This letter sets forth the comments of the Staff in the Comment Letter relative to the Proxy Statement on Schedule 14A and, following the comment, our response.

General

2. In this connection, it appears that your proxy statement seeks authorization to increase your authorized preferred shares to be issued in your merger with Black Oak. Please tell us why you do not believe that you are required to provide financial statements meeting the requirements of Rule 3-05 of Regulation S-X in your proxy statement.

Response:

The Company has included the financial statements from its final amendment to its Current Report on Form 8-K, as filed with the Commission on July 29, 2016. The Commission advised us that it has no further comments in that regard. The Company has also included, in today's filing, tables that disclose further details concerning the issuances of the various series of the Company's preferred stock in connection with its merger with Black Oak.

Should there be any questions that might be facilitated by contemporaneous dialogue, please feel free to call our counsel, Randy Katz of Baker & Hostetler LLP at (714) 966-8807, or me at (855) 447-6967.

Thank you for your ongoing courtesy in this matter.

Sincerely,

/s/ Derek Peterson
Derek Peterson
Chief Executive Officer