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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): September 26, 2016

**TERRA TECH CORP.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction  
of incorporation)

**000-54258**

(Commission  
File Number)

**26-3062661**

(IRS Employer  
Identification No.)

**4700 Von Karman, Suite 110**

**Newport Beach, California 92660**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(855) 447-6967**

**Not Applicable**

(Former name or former address, if changed since last report)

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))
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## **Section 5 – Corporate Governance and Management**

### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On September 27, 2016, Terra Tech Corp. (the “Company”) filed a Certificate of Amendment to its Articles of Incorporation (the “Amendment”) to increase the authorized number of shares of common stock, par value \$0.001 per share, of the Company (the “Common Stock”), and preferred stock to 990,000,000 and 50,000,000, respectively. A copy of the Amendment is attached to this Current Report on Form 8-K (this “Report”) as Exhibit 3.8.

### **Item 5.07. Submission of Matters to a Vote of Security Holders.**

On September 26, 2016, the Company held its Annual Meeting of Stockholders (the “Meeting”).

#### **Stockholders Entitled to Vote**

Stockholders of record of the Company at the close of business on August 12, 2016 (the “Record Date”) were entitled to vote at the Meeting. On that date, 349,981,822 shares of Common Stock, were outstanding and entitled to vote. Also on that date, 100 shares of Series A preferred stock, par value \$0.001 per share (the “Series A Preferred Stock”), 24,818,700 shares of Series B preferred stock, par value \$0.001 per share (the “Series B Preferred Stock”), one share of Series N preferred stock, par value \$0.001 per share (the “Series N Preferred Stock”), 21,378 shares of Series Q preferred stock, par value \$0.001 per share (the “Series Q Preferred Stock”), and 8,166 shares of Series Z preferred stock, par value \$0.001 per share (the “Series Z Preferred Stock”), of the Company (collectively, the “Preferred Stock”) were outstanding and entitled to vote.

#### **Number of Votes**

**Common Stock:** For vote tabulation purposes at the Meeting, each share of Common Stock is entitled to one vote at the Meeting. Collectively, the holders of Common Stock are entitled to 349,981,822 votes at the Meeting.

**Series A Preferred Stock:** For vote tabulation purposes at the Meeting, each share of Series A Preferred Stock is entitled to one vote for each share of Common Stock into which a share of Series A Preferred Stock is convertible. Accordingly, each share of Series A Preferred Stock is entitled to one vote at the Meeting. Collectively, the holders of Series A Preferred Stock are entitled to 100 votes at the Meeting.

**Series B Preferred Stock:** For vote tabulation purposes at the Meeting, each share of Series B Preferred Stock is entitled to 100 votes for each share of Common Stock into which a share of Series B Preferred Stock is convertible. Accordingly, each share of Series B Preferred Stock is entitled to approximately 538 votes at the Meeting. Collectively, the holders of Series B Preferred Stock are entitled to 13,363,196,021 votes at the Meeting.

**Series N Preferred Stock:** For vote tabulation purposes at the Meeting, each share of Series N Preferred Stock is entitled to one vote for each share of Common Stock into which a share of Series N Preferred Stock is convertible. Accordingly, each share of Series N Preferred Stock is entitled to 2,500,000 votes at the Meeting. Collectively, the one holder of Series N Preferred Stock is entitled to 2,500,000 votes at the Meeting.

**Series Q Preferred Stock:** For vote tabulation purposes at the Meeting, each share of Series Q Preferred Stock is entitled to one vote for each share of Common Stock into which a share of Series Q Preferred Stock is convertible. Accordingly, each share of Series Q Preferred Stock is entitled to 5,000 votes at the Meeting. Collectively, the holders of Series Q Preferred Stock are entitled to 106,890,000 votes at the Meeting.





**Series Z Preferred Stock:** For vote tabulation purposes at the Meeting, each share of Series Z Preferred Stock is entitled to 100 votes for each share of Common Stock into which a share of Series Z Preferred Stock is convertible. Accordingly, each share of Series Z Preferred Stock is entitled to approximately 999,870 votes at the Meeting. Collectively, the holders of Series Z Preferred Stock are entitled to 8,164,932,314 votes at the Meeting.

A total of 21,563,837,612 shares of Common Stock were present in person or represented by proxy and entitled to vote at the Meeting, constituting a quorum. The following proposals were voted on at the Meeting, as described in greater detail in our Definitive Schedule 14A Proxy Statement filed with the Securities and Exchange Commission on August 16, 2016:

**Proposal 1 – Election of Directors.** Our stockholders duly elected Derek Peterson, Amy Almsteier, Kenneth P. Krueger, Michael A. Nahass, Steven J. Ross, Kenneth Vande Vrede, Steven Vande Vrede, and Michael Vande Vrede by a plurality of the voting power of Common Stock present in person or represented by proxy at the Meeting and entitled to vote. The results of the voting were as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
1) Derek Peterson	21,557,515,902	3,193,762	0	3,127,948
2) Amy Almsteier	11,799,004,175	9,761,705,489	0	3,127,948
3) Kenneth P. Krueger	21,559,041,922	1,667,742	0	3,127,948
4) Michael A. Nahass	21,555,296,209	5,413,455	0	3,127,948
5) Steven J. Ross	21,558,669,008	2,040,656	0	3,127,948
6) Kenneth Vande Vrede	11,800,947,886	9,759,761,778	0	3,127,948
7) Steven Vande Vrede	11,802,311,186	9,758,398,478	0	3,127,948
8) Michael Vande Vrede	11,802,269,613	9,758,440,051	0	3,127,948

**Proposal 2 – Ratification of Independent Registered Public Accounting Firm.** Our stockholders ratified the selection of Tarvaran, Askelson & Company as our independent registered public accountants for the fiscal year ending December 31, 2016. The results of the voting were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
21,560,809,215	706,025	2,322,372	0

**Proposal 3 – Approval of the Company’s 2016 Equity Incentive Plan.** Our stockholders approved our 2016 Equity Incentive Plan. The results of the voting were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
11,794,735,145	9,270,824	9,756,703,695	3,127,948

**Proposal 4 – Approval an amendment to the Company's Amended Articles of Incorporation.** Our stockholders approved an amendment to our Amended Articles of Incorporation to increase the authorized number of shares of Common Stock and preferred stock to 990,000,000 and 50,000,000, respectively. The results of the voting were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
21,545,885,274	13,152,190	1,672,200	3,127,948

**Proposal 5 – Say on Pay Advisory Vote.** Our stockholders approved the compensation of our named executive officers disclosed in the proxy statement under the section titled "Executive Compensation", The results of the voting were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
21,555,544,884	4,164,785	999,995	3,127,948

**Proposal 6 – Say on Frequency Advisory Vote.** Our stockholders voted on the frequency that stockholder advisory votes to approve the compensation of our named executive officers will be taken. The results of the voting were as follows:

<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
16,844,333	9,758,535,391	111,783,419,776	1,910,164	3,127,948

## **Section 8 – Other Events**

### **Item 8.01 Other Events.**

As previously disclosed, as of the date on which the Company filed the Amendment with the Secretary of State of the State of Nevada, (i) the Company's Series G Preferred Stock automatically converted into 14,545,355 shares of Common Stock, (ii) the Company's Series N Preferred Stock automatically converted into 2,500,000 shares of Common Stock, (iii) the Company's Series Q Preferred Stock automatically converted into 106,890,000 shares of Common Stock and (iv) the Company's Series Z Preferred Stock automatically converted into 15,164,262 shares of Series B Preferred Stock. The Company filed the Amendment on September 27, 2016.

## **Section 9 – Financial Statements and Exhibits**

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No.**           Description



**SIGNATURES**

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.

**TERRA TECH CORP.**

Date: September 27, 2016

By: /s/ Derek Peterson  
Derek Peterson  
President and Chief Executive Officer



\*090204\*



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-6708  
Website: www.nvsos.gov

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Terra Tech Corp.

2. The articles have been amended as follows: (provide article numbers, if available)

See attached.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: 21,545,885,274

4. Effective date and time of filing: (optional) Date: [ ] Time: [ ]  
(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X 

Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-Corps  
Revised: 1-5-15

**CERTIFICATE OF AMENDMENT**  
**OF**  
**ARTICLES OF INCORPORATION**  
**OF**  
**TERRA TECH CORP.**

The undersigned officer of Terra Tech Corp., a corporation duly incorporated under the laws of the State of Nevada, hereby certifies as follows:

1. The name of the corporation is Terra Tech Corp. (the "Corporation"). The original Articles of Incorporation of the Corporation were filed with the Nevada Secretary of State on July 22, 2008. Certificate of Amendments were filed with the Nevada Secretary of State on July 8, 2011 and January 27, 2012.

2. The Articles of Incorporation have been duly adopted in accordance with Section 78.390 of the Nevada Revised Statutes (the "Revised Statutes") and by the written consent of the Corporation's stockholders in accordance with Sections 78.320 and 78.390 of the Revised Statutes.

3. Article 3, "Authorized Stock," is hereby amended and restated as follows:

"3. Shares. The aggregate number of shares which the Corporation shall have authority to issue shall be one billion (1,000,000,000) shares, consisting of nine hundred ninety million (990,000,000) shares of common stock, par value \$0.001 per share (the "Common Stock"), and fifty million (50,000,000) of "blank check" preferred stock, par value \$0.001 per share (the "Preferred Stock"). The board of directors of the Corporation is authorized, subject to any limitation prescribed by law, to provide for the issuance of shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Nevada, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualification, limitation, or restrictions thereof."

4. The vote by which the stockholders holding shares in the Corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the Articles of Incorporation have voted in favor of the amendment and restatement is 21,545,885,274.

Signed on September 26, 2016.

By:



Derek Peterson  
President and Chief Executive Officer

