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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): July 26, 2017

**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.)

**2040 Main Street, Suite 225**

**Irvine, California 92614**

(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 July 26, 2017, Terra Tech Corp. (the “Company”) filed a Certificate of Amendment to the Certificate of Designation of the Company’s Series B Preferred Stock (the “Amendment”) with the Secretary of State of the State of Nevada to provide for an adjustment of the Conversion Rate of the Company’s Series B Preferred Stock in the event of a reverse stock split or combination in the same ratio as the Company’s common stock. A copy of the Amendment is attached to this Current Report on Form 8-K (the “Report”) as Exhibit 3.14.

The foregoing description of the Amendment is a summary and is qualified in its entirety by reference to the provisions of the Amendment filed as Exhibit 3.14 to this Report, which is incorporated by reference herein.

**Section 9 – Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No.    Description**

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[3.14](#)            [Certificate of Amendment to Certificate of Designation of Series B Preferred Stock, dated July 26, 2017](#)

**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: July 26, 2017

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



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov



\*150303\*

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number <b>20170319047-74</b> Filing Date and Time <b>07/26/2017 3:41 PM</b> Entity Number <b>E0473022008-5</b>
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**Amendment to  
 Certificate of Designation  
 After Issuance of Class or Series**  
 (PURSUANT TO NRS 78.1955)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Certificate of Designation  
For Nevada Profit Corporations  
 (Pursuant to NRS 78.1955 - After Issuance of Class or Series)**

1. Name of corporation:  
 TERRA TECH CORP.

2. Stockholder approval pursuant to statute has been obtained.


3. The class or series of stock being amended:  
 Series B Preferred Stock

4. By a resolution adopted by the board of directors, the certificate of designation is being amended as follows or the new class or series is:

Section 6(a) shall be amended and restated in its entirety to read:

(a) Adjustments for Reverse Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Issuance Date effect a combination of the outstanding Common Stock (also known as a reverse stock split), the Conversion Rate (expressed as a quotient) in effect immediately before that combination shall be proportionately increased so that the number of shares of Common Stock issuable on conversion of each share of Series B Preferred Stock shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding. Any adjustments under this Section 6(a) shall be effective at the close of business on the date the reverse stock split becomes effective.

5. Effective date of filing: (optional) \_\_\_\_\_  
 (must not be later than 90 days after the certificate is filed)

6. Signature: (required)  
  
 X \_\_\_\_\_ Derek Peterson  
 Signature of Officer

**Filing Fee: \$175.00**

**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 NRS Amend Designation - After  
 Revised: 1-5-15