

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

**FORM S-8**

**REGISTRATION STATEMENT  
under the  
SECURITIES ACT OF 1933**

**Terra Tech Corp.**

(Exact Name of Registrant as Specified in Its Charter)

**Nevada**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**26-3062661**  
(I.R.S. Employer  
Identification No.)

**2040 Main Street, Suite 225  
Irvine, California 92614**  
(Address, Including Zip Code, of Principal Executive Offices)

**Terra Tech Corp. Amended and Restated 2018 Equity Incentive Plan**  
(Full Title of the Plan)

**Michael Nahass, President**  
**Terra Tech Corp.**  
**2040 Main Street, Suite 225**  
**Irvine, California 92614**  
**(855) 447-6967**  
(Name, Address and Telephone Number, Including  
Area Code, of Agent For Service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 7(a) (2) B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee
Common Stock, \$.001 par value	30,976,425 shares	0.085 (2)	2,632,997.13 (2)	\$ 341.77 (2)

(1) The number of shares of common stock, par value \$.001 per share ("Common Stock"), stated above consists of an aggregate of 30,976,425 additional shares of Common Stock which may be sold upon the exercise of options or issuance of stock-based awards which have been granted and/or may hereafter be granted under the Terra Tech Corp. Amended and Restated 2018 Equity Incentive Plan, as amended on February 14, 2020 (as amended, the "Amended and Restated 2018 Plan"). The maximum number of shares which may be sold pursuant to the Amended and Restated 2018 Plan is subject to adjustment in accordance with certain anti-dilution and other provisions of the Amended and Restated 2018 Plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.

(2) This calculation is made solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act as follows: (i) in the case of shares of Common Stock which may be purchased upon exercise of outstanding options, the fee is calculated on the basis of the price at which the options may be exercised; and (ii) in the case of shares of Common Stock for which options and stock-based awards have not yet been granted and the purchase price of which is therefore unknown, the fee is calculated on the basis of the average of the high and low sale prices per share of the Common Stock on the OTC Markets Group, Inc.'s OTCQX tier as of a date (March 23, 2020) within five business days prior to filing this Registration Statement. The chart below details the calculations of the registration fee:

<b>Securities</b>	<b>Number of Shares</b>	<b>Offering Price Per Share</b>	<b>Aggregate Offering Price</b>
Shares issuable upon the exercise of outstanding options granted under the Amended and Restated 2018 Plan	N/A	\$ N/A (i)	\$ N/A
Shares reserved for future grant under the Amended and Restated 2018 Plan	30,976,425	\$ 0.085 (ii)	\$ 2,632,997
<b>Proposed Maximum Aggregate Offering Price</b>			<b>\$ 2,632,997</b>
<b>Registration Fee</b>			<b>\$ 341.77</b>

**REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Terra Tech Corp. ("Registrant") is filing this Registration Statement with the U.S. Securities and Exchange Commission ("SEC") to register 30,976,425 additional shares of Common Stock under the Registrant's Amended and Restated 2018 Plan, pursuant to the provisions thereof. This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statements on Form S-8 filed with the SEC on October 4, 2019 (Registration No. 333-234106) and March 6, 2019 (Registration No. 333-230081).

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Certain Documents by Reference.**

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the Commission on March 13, 2020.
- (b) The Registrant's Current Reports on Form 8-K as filed with the Commission on February 18, 2020, March 9, 2020 and March 16, 2020 (other than any portions thereof deemed furnished and not filed).
- (c) The description of the Common Stock contained in the Registrant's Registration Statement on Form 8-A (File No. 000-54258) filed with the Commission on January 25, 2011, under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All reports and other documents filed by the Registrant after the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such reports and documents.

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**Item 8. Exhibits.**

The following exhibits are filed as a part of or incorporated by reference into this Registration Statement:

<b>Exhibit Number</b>	<b>Exhibit Description</b>
<a href="#">4.1</a>	<a href="#">Copy of Specimen of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Registrant's Registration Statement on Form S-8, filed with the Commission on March 6, 2019).</a>
<a href="#">4.2</a>	<a href="#">Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on March 16, 2018).</a>
<a href="#">4.3</a>	<a href="#">Certificate of Amendment to Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on March 16, 2018).</a>
<a href="#">4.4</a>	<a href="#">Certificate of Change of the Registrant (incorporated by reference to Exhibit 3.3 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on March 16, 2018).</a>
<a href="#">4.5</a>	<a href="#">Certificate of Amendment to Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.4 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on March 16, 2018).</a>
<a href="#">4.6</a>	<a href="#">Certificate of Designation of the Registrant (incorporated by reference to Exhibit 4.1 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on March 16, 2018).</a>
<a href="#">4.7</a>	<a href="#">Amended and Restated Certificate of Designation of the Registrant (incorporated by reference to Exhibit 4.2 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on March 16, 2018).</a>
<a href="#">4.8</a>	<a href="#">Amendment to Certificate of Designation (incorporated by reference to Exhibit 3.7 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on March 16, 2018).</a>
<a href="#">4.9</a>	<a href="#">Certificate of Amendment to Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.8 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on March 16, 2018).</a>
<a href="#">4.10</a>	<a href="#">Amendment to Certificate of Designation (incorporated by reference to Exhibit 3.9 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on March 16, 2018).</a>
<a href="#">4.11</a>	<a href="#">Amendment to Certificate of Designation (incorporated by reference to Exhibit 3.10 to Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on March 16, 2018).</a>
<a href="#">4.12</a>	<a href="#">Amended Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2018, filed with the Commission on November 8, 2018).</a>
<a href="#">5.1*</a>	<a href="#">Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. as to the legality of shares being registered.</a>
<a href="#">23.1*</a>	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in opinion of counsel filed as Exhibit 5.1).
<a href="#">23.2*</a>	<a href="#">Consent of Marcum LLP</a>
<a href="#">24.1*</a>	Power of Attorney to file future amendments (set forth on the signature page of this Registration Statement).
<a href="#">99.1</a>	<a href="#">Terra Tech Corp. Amended and Restated 2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K, filed with the Commission on June 26, 2019).</a>
<a href="#">99.2</a>	<a href="#">Amendment to Terra Tech Corp. Amended and Restated 2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.5 to Registrant's Current Report on Form 8-K, filed with the Commission on February 18, 2020).</a>
<a href="#">99.3</a>	<a href="#">Form of Stock Option Agreement - Employee (incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K, filed with the Commission on June 26, 2019).</a>
<a href="#">99.4</a>	<a href="#">Form of Stock Option Agreement - Executive Officer (incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K, filed with the Commission on June 26, 2019).</a>
<a href="#">99.5</a>	<a href="#">Form of Stock Option Agreement - Director (incorporated by reference to Exhibit 10.4 to Registrant's Current Report on Form 8-K, filed with the Commission on June 26, 2019).</a>

\* Filed herewith.

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## SIGNATURES

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Irvine, California on March 27, 2020.

### Terra Tech Corp.

By: /s/ Matthew Morgan

Matthew Morgan  
Chief Executive Officer and  
Director

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Matthew Morgan and Michael A. Nahass, and each of them singly, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Terra Tech Corp., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Matthew Morgan</u> Matthew Morgan	Chief Executive Officer (Principal Executive Officer) and Director	March 27, 2020
<u>/s/ Michael A. Nahass</u> Michael A. Nahass	President, Chief Operating Officer, Secretary, Treasurer and Director	March 27, 2020
<u>/s/ Michael James</u> Michael James	Chief Financial Officer (Principal Accounting Officer and Principal Financial Officer)	March 27, 2020
<u>/s/ Derek Peterson</u> Derek Peterson	Chief Strategy Officer Chairman of the Board of Directors	March 27, 2020
<u>/s/ Alan Gladstone</u> Alan Gladstone	Director	March 27, 2020
<u>/s/ Steven J. Ross</u> Steven J. Ross	Director	March 27, 2020



**March 27, 2020**

Terra Tech Corp.  
2040 Main Street, Suite 225  
Irvine, California 92614

Ladies and Gentlemen:

We have acted as legal counsel to Terra Tech Corp., a Nevada corporation (the “**Company**”), in connection with the preparation and filing with the Securities and Exchange Commission (the “**Commission**”) of a Registration Statement on Form S-8 (the “**Registration Statement**”), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the “**Securities Act**”), of an additional 30,976,425 shares (the “**Shares**”) of the Company’s common stock, \$0.001 par value per share, in accordance with the terms of the Terra Tech Corp. Amended and Restated 2018 Equity Incentive Plan, as amended on February 14, 2020 (as amended, the “**Plan**”). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company’s Articles of Incorporation and Amended Bylaws, each as currently in effect; such other records of the corporate proceedings of the Company and certificates of the Company’s officers as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such copies, and the truth and correctness of any representations and warranties contained therein. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plan.

Our opinion expressed herein is limited to the applicable laws of the State of Nevada, and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

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**BOSTON LONDON LOS ANGELES NEW YORK SAN DIEGO SAN FRANCISCO WASHINGTON**

**MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.**

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MINTZ

Page 2



Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

By: /s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Terra Tech Corp. on Form S-8 of our report, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, dated March 13, 2020, with respect to our audits of the consolidated financial statements of Terra Tech Corp. as of December 31, 2019 and 2018 and for the years ended December 31, 2019 and 2018 and our report dated March 13, 2020 with respect to our audit of the effectiveness of internal control over financial reporting of Terra Tech Corp. as of December 31, 2019 appearing in the Annual Report on Form 10-K of Terra Tech Corp for the year ended December 31, 2019.

Our report on the consolidated financial statements refers to a change in the method of accounting for leases in 2019 due to the adoption of ASU No. 2016-02, Leases (Topic 842), as amended, effective January 1, 2019, using the modified retrospective approach.

/s/ Marcum llp

Marcum llp  
Costa Mesa, CA  
March 27, 2020