

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): January 26, 2021

**TERRA TECH CORP.**

(Exact name of registrant as specified in its charter)

|   |   |   |
|---|---|---|
| <u>Nevada</u><br>(State or other jurisdiction<br>of incorporation)                                | <u>000-54258</u><br>(Commission<br>File Number) | <u>26-3062661</u><br>(IRS Employer<br>Identification No.) |
| <u>2040 Main Street, Suite 225 Irvine, California</u><br>(Address of principal executive offices) |   | <u>92614</u><br>(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))

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

| <u>Title of each class</u> | <u>Trading symbol</u> | <u>Name of each exchange on which registered</u> |
|----------------------------|-----------------------|--|
|----------------------------|-----------------------|--|

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 3.03 Material Modification to Rights of Security Holders.**

Terra Tech Corp. (the “*Company*”) previously disclosed that in connection with the resignation of Derek Peterson, former member of the Board and Chief Strategy Officer, it agreed to the conversion of his Series A Preferred Stock, and that immediately prior to the conversion of his Series A Preferred Stock, the Company intended to file an amendment to the Series A Preferred Stock certificate of designation (the “*COD Amendment*”). On January 26, 2021, the Company filed the COD Amendment with the Secretary of State of the State of Nevada.

Each share of Series A Preferred Stock was initially convertible into one share of the Company’s common stock. Pursuant to the COD Amendment, each share of Series A Preferred Stock is convertible into (i) 4,121,428.5 fully paid and nonassessable shares of common stock and (ii) 1,236,263.75 common stock purchase warrants, each exercisable at \$0.01 for the purchase of one share of the Company’s common stock, which warrants expire in June 2026, and are subject to other customary terms and conditions.

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

The information set forth under Item 3.03 is incorporated by reference into this Item 5.03.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit No.    Description**

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[3.1](#)            [Amendment to Series A Preferred Stock certificate of designation, dated January 26, 2021.](#)

**SIGNATURES**

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

**TERRA TECH CORP.**

Dated: February 1, 2021

By: /s/ Francis Knuettel II  
Francis Knuettel II  
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](http://www.nvsos.gov)  
[www.nvsilverflume.gov](http://www.nvsilverflume.gov)

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|--|------------------------------------|
| Filed in the Office of<br><i>Barbara K. Cegavske</i> | Business Number<br>E0473022008-5   |
| Secretary of State<br>State Of Nevada                | Filing Number<br>20211190251       |
|  | Filed On<br>01/26/2021 15:18:27 PM |
|  | Number of Pages<br>2               |

|   |
|---|
| Certificate, Amendment or Withdrawal of Designation   |
| NRS 78.1955, 78.1955(6)   |
| <input type="checkbox"/> Certificate of Designation<br><input type="checkbox"/> Certificate of Amendment to Designation - Before Issuance of Class or Series<br><input checked="" type="checkbox"/> Certificate of Amendment to Designation - After Issuance of Class or Series<br><input type="checkbox"/> Certificate of Withdrawal of Certificate of Designation |

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

|  |  |
|--|--|
| <b>1. Entity information:</b>  | Name of entity:<br>TERRA TECH CORP.  |
|  | Entity or Nevada Business Identification Number (NVID): NV20081340817  |
| <b>2. Effective date and time:</b>   | For Certificate of Designation or Amendment to Designation Only Date: _____ Time: _____<br>(Optional): (must not be later than 90 days after the certificate is filed)   |
| <b>3. Class or series of stock:</b> (Certificate of Designation only)                | The class or series of stock being designated within this filing:<br>_____   |
| <b>4. Information for amendment of class or series of stock:</b>                     | The original class or series of stock being amended within this filing:<br>Series A Preferred Stock  |
| <b>5. Amendment of class or series of stock:</b>                                     | <input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series<br>As of the date of this certificate no shares of the class or series of stock have been issued.<br><input checked="" type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series<br>The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation. |
| <b>6. Resolution:</b> (Certificate of Designation and Amendment to Designation only) | By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.*<br>_____   |
| <b>7. Withdrawal:</b>  | Designation being _____ Date of Withdrawn: _____ Designation: _____<br>No shares of the class or series of stock being withdrawn are outstanding.<br>The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: *<br>_____   |
| <b>8. Signature:</b> (Required)  | X Francis Knuettel II _____ Date: 01/26/2021<br>Signature of Officer   |

This form must be accompanied by appropriate fees.



**BARBARA K. CEGAVSKE**  
 Secretary of State  
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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: Series)

Terra Tech Corp.

2. Stockholder approval pursuant to statute has been obtained.

3. The class or series of stock being amended:

Series A 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 2.1 of the Certificate of Designation of Terra Tech Corp., filed on February 28, 2012, is deleted in its entirety and replaced as follows: "Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of Terra Tech Corp. (the "Corporation") or any transfer agent for such stock, into (i) 4,121,428.5 fully paid and nonassessable shares of common stock and (ii) 1,236,263.75 common stock purchase warrants, each exercisable at \$0.01 for the purchase of one share of the Corporation's common stock, which warrants shall expire 5 years after their respective grant date, and the other terms and conditions of which shall be usual, standard, and commercially reasonable."

5. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

6. Signature: (required)

**X**   
 \_\_\_\_\_  
 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