

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): June 16, 2021 (June 15, 2021)

**TERRA TECH CORP.**

(Exact name of registrant as specified in its charter)

<u>Nevada</u>	<u>000-54258</u>	<u>26-3062661</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**3242 S. Halladay St., Suite 202**  
**Santa Ana, CA 92705**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(888) 909-5564**

(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 checkmark 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 2.01 Completion of Acquisition or Disposition of Assets.**

On June 16, 2021, Terra Tech Corp. (the “Company”) completed its previously announced disposition of 593,260 shares of common stock (the “Hydrofarm Common Stock”) of Hydrofarm Holdings Group, Inc. (“Hydrofarm”) and warrants (the “Hydrofarm Warrants”) to purchase 296,630 shares of Hydrofarm Common Stock at a current exercise price of \$16.86 per share, which represents all of the Hydrofarm Common Stock and Hydrofarm Warrants owned by the Company, for aggregate gross proceeds of \$40,757,175 in cash pursuant to a Securities Purchase Agreement (the “SPA”) between the Company and two accredited investors (collectively, the “Buyers”), dated as of June 8, 2021. There is no material relationship between the Company or its affiliates and either of the Buyers other than in respect of the transactions contemplated by the SPA.

**Item 8.01 Other Events.**

On June 15, 2021, the Company issued a press release announcing, among other things, that the Company successfully monetized its investment in Hydrofarm. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Safe Harbor Statement**

Information provided in this Current Report on Form 8-K may contain statements relating to current expectations, estimates, forecasts and projections about future events that are “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally relate to the Company’s plans, objectives and expectations for future operations and are based upon management’s current estimates and projections of future results or trends. Actual future results may differ materially from those projected as a result of certain risks and uncertainties. For a discussion of such risks and uncertainties, see “Risk Factors” as described in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 30, 2021 and other reports on file with the Securities and Exchange Commission.

These forward-looking statements are made only as of the date hereof, and the Company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

[99.1 Press release, dated June 15, 2021](#)

## 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: June 16, 2021

By: /s/ Francis Knuettel II

Francis Knuettel II

President and Chief Executive Officer

**Terra Tech Corp. Entered into an Agreement to Monetize its  
Investment in Hydrofarm Holdings Group, Inc., Resulting in Gross  
Proceeds in Excess of \$40 Million**

SANTA ANA, Calif., June 15, 2021 (GLOBE NEWSWIRE) -- Terra Tech Corp. (OTCQX:TRTC) ("Terra Tech" or the "Company") today announced that the Company entered into an agreement to monetize its investment in Hydrofarm Holdings Group, Inc., resulting in gross proceeds in excess of \$40 million.

The Company originally made a \$5 million investment in Hydrofarm in November of 2018.

Frank Knuettel, Chief Executive Officer of Terra Tech, stated, "Since taking over as CEO, we have continued to review our operations, divest unproductive assets and drive appropriate cost reductions. As announced last week, we entered into a definitive agreement to sell our non-operating N. 4th Street property in Las Vegas, which resulted in a \$900k improvement to our balance sheet and alleviated numerous costs associated with its ownership.

With the expected sale of our investment in Hydrofarm, we will have added approximately \$41 million to our balance sheet in just the last month, without dilution. Additionally, we have a note receivable and puttable equity in the approximate amount of \$13M associated with the sale of two dispensaries in Nevada in early 2020. We expect to be able to monetize the note receivable and the puttable equity over the next twelve months.

The sale of the HYFM stock and warrants and the N. 4th Street property provides us with more flexibility to focus our attention on growth and best positioning the Company for what we believe is a very opportunistic future. This includes the anticipated closing of the transaction to acquire Unrivaled on or about July 1st, closing of the transaction to acquire SilverStreak Solutions in late Q3 / early Q4 2021, future potential acquisitions and organic growth from existing assets.

This non-dilutive capital infusion is expected to allow us to further expand our already growing footprint in California, Nevada, and Oregon. I'm pleased to state that we believe the Company has never been on more stable financial footing than it is now. With this new strong foundation, we look forward to continued progress, always focusing on building sustainable shareholder value."

**Securities Disclosure**

This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of the Company's securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

## About Terra Tech

Terra Tech is a vertically integrated company focused on the cannabis sector with operations in California and Nevada. In California, Terra Tech operates two dispensaries and a cultivation facility and has two additional cultivation facilities and a dispensary under development. In Nevada, by way of a joint venture, Terra Tech operates a cultivation and manufacturing facility.

## Cautionary Language Concerning Forward-Looking Statements

Certain statements contained in this communication regarding matters that are not historical facts, are forward-looking statements within the meaning of Section 21E of the Securities and Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, known as the PSLRA. These include statements regarding management's intentions, plans, beliefs, expectations, or forecasts for the future, and, therefore, you are cautioned not to place undue reliance on them. No forward-looking statement can be guaranteed, and actual results may differ materially from those projected. Terra Tech undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise, except to the extent required by law. We use words such as "anticipates," "believes," "plans," "expects," "projects," "future," "intends," "may," "will," "should," "could," "estimates," "predicts," "potential," "continue," "guidance," and similar expressions to identify these forward-looking statements that are intended to be covered by the safe-harbor provisions of the PSLRA. Such forward-looking statements are based on our expectations and involve risks and uncertainties; consequently, actual results may differ materially from those expressed or implied in the statements due to a number of factors.

New factors emerge from time-to-time and it is not possible for us to predict all such factors, nor can we assess the impact of each such factor on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. These risks, as well as additional risks and uncertainties we face, are identified and more fully discussed in the "Risk Factors" section of Terra Tech's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other documents filed from time to time with the SEC. Forward-looking statements included in this release are based on information available to Terra Tech as of the date of this release. Terra Tech undertakes no obligation to update such forward-looking statements to reflect events or circumstances after the date of this release.

### Contact

Jason Assad  
LR Advisors LLC.  
Jassad@terratchcorp.com  
678-570-6791

### For media inquiries:

Nic Johnson  
Russo Partners  
nic.johnson@russopartnersllc.com  
303-482-6405