

Almsteier Amy
Form SC 13D/A
April 22, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 1)*
Under the Securities Exchange Act of 1934

Terra Tech Corp.
(Name of Issuer)

Common Stock, \$.001 Par Value
(Title of Class of Securities)

88102J100
(CUSIP Number)

Amy Almsteier
c/o Terra Tech Corp.
18101 Von Karman, Third Floor
Irvine, California 92612
Tel: (855) 447-6967
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 9, 2012
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

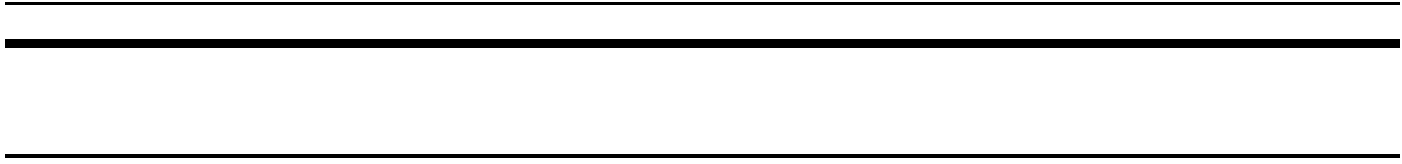
NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No.: 88102J100

Schedule 13D

1 NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only):

Amy Almsteier

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | |
|----------------------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF SHARES | | 1,261,700,050 |
| BENEFICIALLY OWNED BY EACH | 8 | SHARED VOTING POWER |
| | | 0 |
| REPORTING PERSON WITH | 9 | SOLE DISPOSITIVE POWER |
| | | 79,004,119 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

79,004,119

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

52.9%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

2

Item 1. SECURITY AND ISSUER.

This statement relates to shares of the common stock, par value \$.001 per share, of Terra Tech Corp., a Nevada corporation (the "Issuer"). The address of the principal executive offices of the Issuer is c/o Terra Tech Corp., 18101 Von Karman, Third Floor, Irvine, California 92612.

Item 2. IDENTITY AND BACKGROUND.

(a) - (c) This Statement is filed by Amy Almsteier. Ms. Almsteier's address is c/o Terra Tech Corp., 18101 Von Karman, Third Floor, Irvine, California 92612. Ms. Almsteier's present principal occupation or employment is as a computer instructor for the Understand Your Computer project, established by the Ministry of Finance of Israel, and the principal place of business of Understand Your Computer project is in Israel.

(d) - (e) During the last ten years, Ms. Almsteier has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor has he been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding violations with respect to such laws.

(f) Ms. Almsteier is a citizen of the United States.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Pursuant to an Agreement and Plan of Merger dated February 9, 2012 (the "Agreement and Plan of Merger"), by and among the Issuer, TT Acquisitions, Inc., a Nevada corporation and a wholly-owned subsidiary of the Issuer, and GrowOp Technology Ltd., a Nevada corporation, the Issuer issued Ms. Almsteier (i) 12,600,000 shares of common stock, (ii) 50 shares of Series A Preferred Stock which do not have an expiration date and are convertible, at any time, at the option of the holder, on a 1-for-1 basis, into an aggregate of 50 shares of common stock, and (iii) 12,500,000 shares of Series B Preferred Stock, which do not have an expiration date and are convertible, at any time, at the option of the holder, on a 1-for-1 basis, into an aggregate of 67,304,069 shares of common stock. Additionally, each share of Series B Preferred Stock has voting rights equal to 100 shares of common stock.

On April 4, 2013, Ms. Almsteier gifted 900,000 shares of common stock. Accordingly, Ms. Almsteier is presently the beneficial holder of (i) 11,700,000 shares of common stock, (ii) 50 shares of Series A Preferred Stock which do not have an expiration date and are convertible, at any time, at the option of the holder, on a 1-for-1 basis, into an aggregate of 50 shares of common stock, and (iii) 12,500,000 shares of Series B Preferred Stock, which do not have an expiration date and are convertible, at any time, at the option of the holder, on a 1-for-1 basis, into an aggregate of 67,304,069 shares of common stock. Additionally, each share of Series B Preferred Stock has voting rights equal to 100 shares of common stock.

Item 4. PURPOSE OF TRANSACTION.

Ms. Almsteier acquired the shares of shares of common stock of the Issuer, as described in Item 3 herein, for investment purposes.

Depending upon then prevailing market conditions, other investment opportunities available to Ms. Almsteier, the availability of shares of common stock at prices that would make the purchase of additional shares of common stock desirable and other investment considerations, Ms. Almsteier may endeavor to increase her position in the Issuer through, among other things, the purchase of shares of common stock on the open market if the Issuer's common stock is traded in the future, or in private transactions or otherwise, on such terms and at such times as Ms. Almsteier may deem advisable. Ms. Almsteier reserves the right to dispose of any or all of her shares of common stock in the open market, if such market is created in the future, or otherwise, at any time and from time to time and to engage in any hedging or similar transactions.

Ms. Almsteier intends to review her investment in the Issuer on a continuing basis and may engage in communications with one or more stockholders of the Issuer, one or more officers of the Issuer, one or more members of the board of directors of the Issuer and/or one or more other representatives of the Issuer concerning the business, operations and future plans of the Issuer.

Ms. Almsteier does not have any present plan or proposal which would relate to or result in:

- (a) The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the issuer;
- (f) Any other material change in the issuer's business or corporate structure, including but not limited to, if the issuer is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by section 13 of the Investment Company Act of 1940;
- (g) Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- (h) Causing a class of securities of the issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (j) Any action similar to any of those enumerated above.

Ms. Almsteier may, at any time and from time to time, review or reconsider her position and/or change her purpose and/or formulate and adopt plans or proposals with respect thereto subject to compliance with applicable regulatory requirements.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) On the filing date of this Schedule 13D, Ms. Almsteier beneficially owned, in the aggregate, 79,004,119 shares of common stock, representing approximately 52.9% of the Issuer's outstanding shares of common stock, based on 85,611,781 shares of common stock issued and outstanding as of April 19, 2013.

(b) Ms. Almsteier directly owns and has sole voting power and sole dispositive power with respect to all of the shares of common stock reported in this Schedule 13D as being beneficially owned by her.

(c) Except as set forth in this Schedule 13D, Ms. Almsteier has not effected any transaction in the shares of common stock during the past sixty (60) days.

(d) Except for Ms. Almsteier, no person is known by Ms. Almsteier to have the right to receive, or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by Ms. Almsteier.

(e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

To the knowledge of Ms. Almsteier, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between herself and any other person with respect to the securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies or any pledge or contingency, the occurrence of which would give another person voting or investment power over the securities of the Issuer. Derek Peterson, the husband, of Ms. Almsteier disclaims any beneficial ownership interest in Ms. Almsteier's shares of common stock, Series A Preferred Stock and Series B Preferred Stock of the Issuer.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

None.

SIGNATURES

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: April 22, 2013

By: /s/ Amy Almsteier
Amy Almsteier