

Terra Tech Corp.
Form 10-Q/A
June 12, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **March 31, 2015**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 000-54258

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.)

4700 Von Karman, Suite 110

Newport Beach, California 92660

(Address of principal executive offices)

(ZIP Code)

(855) 447-6967

(Registrant's telephone number, including area code)

N/A

(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES x NO ..

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). YES x NO ..

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	..	Accelerated filer	..
Non-accelerated filer	..	Smaller reporting company	x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
YES NO

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

As of May 12, 2015, there were 214,833,150 shares of common stock outstanding, which assumes the conversion of 100 shares of Series A Preferred Stock, convertible at any time into 100 shares of common stock, 15,500,000 shares of Series B Preferred Stock, convertible into 83,457,046 shares of common stock, and 16,657,113 shares of common stock issuable upon the exercise of all of our outstanding warrants.

EXPLANATORY NOTE REGARDING THIS FORM 10-Q/A

Terra Tech Corp. (the “Company,” “we,” “us,” or “our”) is filing this Amendment No. 1 on Form 10-Q/A (“Form 10-Q/A”) to Quarterly Report on Form 10-Q for the three months ended March 31, 2015, originally filed with the Securities and Exchange Commission on May 15, 2015 (the “Original Form 10-Q”), solely to amend Exhibits 31.1 and 31.2, the certifications of its principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002, to correct certain errors therein. Because no financial statements are contained within this Form 10-Q/A, paragraph 3 of the certifications has been omitted. We are not including as exhibits the certifications pursuant to Section 906 of the Sarbanes Oxley Act of 2002.

Except as described above, no other changes have been made to the Original Form 10-Q. Except as otherwise indicated herein, this Form 10-Q/A continues to speak as of the date of the Original Form 10-Q, and we have not updated the disclosures contained therein to reflect any events that occurred subsequent to the date of the Original Form 10-Q.

Item 6 - Exhibits

(a)

31.1 Certification of Derek Peterson, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*

31.2 Certification of Michael C. James, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*

* filed herewith

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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, thereunto duly authorized.

TERRA TECH CORP.

Date: June 12, 2015

By: */s/ Michael C. James*
Michael C. James
Chief Financial Officer
Chief Accounting Officer