
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): November 7, 2018 (November 2, 2018)

TERRA TECH CORP.

(Exact name of registrant as specified in its charter)

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

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 7.01 Regulation FD Disclosure

On November 5, 2018, Terra Tech Corp. (the “Company”) issued a press release (the “Press Release”) announcing that it had entered into a non-binding letter of intent (the “LOI”) with Golden Leaf Holdings Ltd. (“Golden Leaf”). A copy of the Press Release is attached hereto as Exhibit 99.1.

The information contained in this Item 7.01, and in Exhibit 99.1, referenced herein is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, unless the Company expressly so incorporates such information by reference.

Item 8.01 Other Events.

On November 2, 2018, the Company entered into the LOI. A copy of the LOI is attached hereto as Exhibit 99.2.

Under the terms of the LOI, a wholly owned subsidiary of the Company will amalgamate with Golden Leaf, with the resulting amalgamated corporation being a wholly owned subsidiary of the Company. Consummation of the transaction is subject to a number of conditions, including entering into a mutually agreed definitive arrangement agreement, completion of due diligence, the waiting period for the Hart-Scott-Rodino Act, state and local regulatory approvals, approval by the Ontario courts, Company board approval, Golden Leaf receiving a positive fairness opinion, Canadian Securities Exchange (the “CSE”) approval and Golden Leaf shareholder and board approval.

The LOI provides that Golden Leaf shareholders will be entitled to receive 0.1203 common shares of the Company for each common share of Golden Leaf held. The Company currently has approximately 79.2 million shares outstanding. As a condition of closing, the Company will be required to list its shares on the CSE. Listing will be subject to satisfying all of the CSE’s requirements. Upon closing, Derek Peterson will remain in his position as CEO, with William Simpson to become President of the combined company. All references to currency are in U.S. dollars, unless otherwise indicated. There is no assurance that the transaction will be consummated on the terms outlined above or at all.

Golden Leaf is a Canadian company with operations in multiple jurisdictions including Oregon, Nevada and Canada, with cultivation, production and retail operations built around recognized brands. Golden Leaf distributes its products through its branded Chalice Farms retail dispensaries, as well as through third party dispensaries.

Additional information as to Golden Leaf is available in its filings with the CSE.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>99.1</u>	<u>Press release, dated November 5, 2018</u>
<u>99.2</u>	<u>Letter of Intent, dated November 2, 2018</u>

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: November 7, 2018

By: /s/ Derek Peterson

Derek Peterson
Chief Executive Officer



Terra Tech Corp. and Golden Leaf Holdings Ltd. Sign Non-Binding Letter of Intent to Merge

Combined Company to Control 41 Permits Across Cultivation, Manufacturing, Distribution and Retail Spanning Oregon, California and Nevada, in Addition to 21 Pending Permit Applications in Multiple Jurisdictions Throughout the U.S.

IRVINE, Calif. and TORONTO November 5, 2018 -- **Terra Tech Corp.** (OTCQX: TRTC), (“Terra Tech” or the “Company”) a vertically integrated cannabis-focused agriculture company, today announced that on November 2, 2018 it signed a non-binding letter of intent (the “LOI”) to merge with Golden Leaf Holdings Ltd. (CSE: GLH) (OTCQB: GLDFF) (“Golden Leaf”), a cannabis company with cultivation, production and retail operations built around recognized brands. Under the terms of the letter of intent, a wholly owned subsidiary of Terra Tech will amalgamate with Golden Leaf, with the resulting amalgamated corporation being a wholly owned subsidiary of Terra Tech. Consummation of the transaction is subject to a number of conditions, including entering into a mutually agreed definitive arrangement agreement, completion of due diligence, the waiting period for the Hart-Scott-Rodino Act, state and local regulatory approvals, approval by the Ontario courts, Terra Tech board approval, Golden Leaf receiving a positive fairness opinion, Canadian Securities Exchange (the “CSE”) approval and Golden Leaf shareholder and board approval.

The LOI provides that Golden Leaf shareholders will be entitled to receive 0.1203 common shares of Terra Tech for each common share of Golden Leaf held (the “Exchange Ratio”). Terra Tech currently has 79.2 million shares outstanding. As a condition of closing, Terra Tech will be required to list its shares on the CSE. Listing will be subject to satisfying all of the CSE’s requirements. Upon closing, Derek Peterson will remain in his position as CEO, with William Simpson to become President of the combined company. All references to currency are in U.S. dollars, unless otherwise indicated. There is no assurance that the transaction will be consummated on the terms outlined above or at all.

Derek Peterson, CEO of Terra Tech, commented, “As new participants enter the cannabis industry the market is undergoing rapid consolidation. The companies that are vertically integrated with strong brands and multi-jurisdictional operations are best situated to achieve scale and retain market-leading positions. We are planning to merge with Golden Leaf’s operations because its seed-to-sale business model is complementary to ours, encompassing both the Oregon and Canadian market which represent new markets for us, and touching Nevada where we are focused on gaining market share. Its ‘Chalice Farms’ retail dispensaries are well known and have an excellent reputation in Oregon, and the wholesale side of the business offers diverse, high quality cannabis products for all demographics, which are complementary to our existing wholesale product lines. This transaction, if completed, will create a combined company that will control 41 permits across cultivation, manufacturing, distribution and retail spanning Oregon, California and Nevada, in addition to 21 pending permit applications in multiple jurisdictions throughout the U.S.”



William Simpson, CEO of Golden Leaf, commented, “Golden Leaf is dedicated to building shareholder value and we are pleased to have this opportunity to combine forces with Terra Tech, an established, vertically-integrated cannabis operator with a presence in multiple states and, most importantly, a proven reputation and loyal customer base. We are excited at the prospect of significantly expanding our size and reach through this merger and believe that the combined company will improve our growth trajectory and enable us to benefit from several operational synergies that will improve the running of our business.”

To be added to the Terra Tech email distribution list, please email TRTC@kcsa.com with TRTC in the subject line.

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About Terra Tech

Terra Tech Corp. (OTCQX: TRTC) operates through multiple subsidiary businesses including: Blüm, IVXX Inc., Edible Garden, and MediFarm LLC. Blüm’s retail and medical cannabis facilities provide the highest quality medical cannabis to patients who are looking for alternative treatments for their chronic medical conditions as well as premium cannabis to the adult-use market in Nevada and California. Blüm offers a broad selection of cannabis products including; flowers, concentrates and edibles through its Oakland, CA and multiple Nevada locations. IVXX, Inc. is a wholly-owned subsidiary of Terra Tech that produces cannabis-extracted products for regulated medical cannabis dispensaries throughout California and medical and adult-use dispensaries in Nevada. The Company’s wholly-owned subsidiary, Edible Garden, cultivates a premier brand of local and sustainably grown hydroponic produce, sold through major grocery stores such as ShopRite, Walmart, Ahold, Aldi, Meijer, Kroger, Stop & Shop and others nationwide. Terra Tech’s MediFarm LLC subsidiaries are focused on medical and adult-use cannabis cultivation and permitting businesses throughout Nevada.

For more information about Terra Tech Corp visit: <http://www.terratechcorp.com/>

For more information about IVXX visit: <http://ivxx.com/>

For more information about Blüm Nevada visit: <http://letsblum.com>

For more information about Blüm Oakland visit: <http://blumoak.com/>

Visit us on Facebook @ <http://www.facebook.com/terratechcorp/timeline>

Follow us on Twitter @[terratechcorp](https://twitter.com/terratechcorp)

For more information about Edible Garden visit: <http://www.ediblegarden.com/>

Visit Edible Garden on Facebook @ <http://www.facebook.com/ediblefarms?fref=ts>

Visit IVXX on Facebook @ <http://www.facebook.com/ivxxbrand?fref=ts>

About Golden Leaf

Golden Leaf Holdings Ltd. is a Canadian company with operations in multiple jurisdictions including Oregon, Nevada and Canada, with cultivation, production and retail operations built around recognized brands. Golden Leaf distributes its products through its branded Chalice Farms retail dispensaries, as well as through third party dispensaries. Golden Leaf’s cannabis retail operations and products are designed with the customer in mind, focused on superlative in-store experience and quality products. Visit goldenleafholdings.com to learn more.



Terra Tech: Cautionary Language Concerning Forward-Looking Statements

Statements in this press release may be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “anticipate”, “believe”, “estimate”, “expect”, “intend” and similar expressions, as they relate to the company or its management, identify forward-looking statements. In particular, statements with respect to the terms of the transaction, the timeline for the transaction and the results and benefits of the transaction are forward-looking statements. These statements are based on current expectations, estimates and projections about the company’s business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may, and probably will, differ materially from what is expressed or forecasted in such forward-looking statements due to numerous factors, including those described above and those risks discussed from time to time in Terra Tech Corp.’s filings with the Securities and Exchange Commission. In addition, such statements could be affected by risks and uncertainties related to Terra Tech Corp.’s (i) product demand, market and customer acceptance of its equipment and other goods, (ii) ability to obtain financing to expand its operations, (iii) ability to attract qualified sales representatives, (iv) competition, pricing and development difficulties, (v) ability to integrate GrowOp Technology Ltd. into its operations as a reporting issuer with the Securities and Exchange Commission, and (vi) general industry and market conditions and growth rates and general economic conditions. These risks and uncertainties also include, but are not limited to, the risk that the transaction may not be completed or that the ultimate terms and conditions of the transaction may differ from the statements contemplated herein. In addition, the terms and conditions of the transaction may change based on, among other things, the receipt of tax, corporate and securities law advice. Any forward-looking statements speak only as of the date on which they are made, and the company does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this release. Information on Terra Tech Corp.’s website does not constitute a part of this release.

Golden Leaf Holdings Ltd: Forward-Looking Information

This press release contains “forward-looking information” within the meaning of applicable securities legislation. Forward-looking information includes, but is not limited to, statements with respect to Golden Leaf’s future business operations, expectations of future results, the opinions or beliefs of management, future business goals, expected benefits of the proposed merger with Terra Tech, the financial terms of the proposed merger with Terra Tech, the conditions to the completion of the proposed merger with Terra Tech and statements describing the potential combined company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Golden Leaf to be materially different from those expressed or implied by such forward-looking information, including but not limited to general business, economic and competitive uncertainties, regulatory risks including risks related to changes in the cannabis market, changes in regulation in the markets in which Terra Tech and Golden Leaf operate, changes in the businesses of Terra Tech and Golden Leaf, risks that regulatory approvals are not obtained, the risk that the parties cannot agree on a definitive arrangement agreement, risks that shareholders of Golden Leaf or the court does not approve the proposed transaction, and risks that other conditions to closing cannot be met and are not waived. Although Golden Leaf has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking information. Forward-looking information is provided herein for the purpose of presenting information about management’s current expectations relating to the future and readers are cautioned that such information may not be appropriate for other purpose. Golden Leaf does not undertake to update any forward-looking information, except in accordance with applicable securities laws.



CONTACTS

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11/2/2018

William Simpson
Chief Executive Officer
Golden Leaf Holdings Ltd.

Dear William:

Terra Tech Corp. ("TRTC") appreciates the opportunity to discuss a potential transaction with Golden Leaf Holdings Ltd. ("GLH") and to discuss the prospects of our combined financial, management, and strategic resources with your management team and advisors.

The purpose of this letter is to memorialize our discussions regarding a potential transaction in which Terra and GLH would complete a share-for-share merger where GLH would merge into a wholly-owned merger subsidiary of Terra ("Merger Sub").

The specifics of our proposal are outlined in the attached term sheet. The proposed terms set forth herein are merely a summary of the present intentions of the parties and shall not create any rights in or claims against any party of any kind whatsoever, nor shall any duties be imposed upon any of the parties this letter except as otherwise detailed herein. We look forward to working with you on this opportunity and are prepared to devote the necessary resources to complete our due diligence, legal documentation and financing arrangements necessary to affect an expeditious closing, subject to our mutual satisfaction with the above matters.

Sincerely,

/s/ Derek Peterson

Derek Peterson
Chief Executive Officer
Terra Tech Corp.

Summary Terms

Acquirer:	Terra Tech Corp. (“Terra”)
Advisor to Acquirer:	Alliance Global Partners (“A.G.P.”)
Target:	Golden Leaf Holdings Ltd. (“GLH”)
Advisor to Target:	Canaccord Genuity Corp. (“Canaccord”)
The Transaction:	<p>Terra will form a subsidiary for purposes of the Transaction (the “Merger Sub”). Merger Sub and GLH shall amalgamate pursuant to a plan of arrangement to be effected under the laws of Ontario, as a result of which Terra will acquire 100% of the common shares of GLH (“GLH Shares”) in exchange for common shares of Terra (“Terra Shares”). GLH will survive the merger as a wholly-owned subsidiary of Terra, with the surviving parent company (the “Surviving Corporation”) to be renamed based on mutual agreement between the principals of Terra and GLH.</p> <p>Terra will take appropriate corporate action to increase the size of its board of directors to a total of seven (7) seats. Terra’s present Board members Michael Nahass and Derek Peterson will continue to serve as directors. With respect to the remaining five (5) seats, (i) Terra will nominate two (2) board seats, (ii) GLH will nominate two (2) board seats and (iii) one (1) additional board member will be mutually nominated by Terra and GLH nominating committee and shall serve as Chairman of the Board.</p>
Structure:	The structure of the Transaction will be by plan of arrangement or a structure mutually agreed upon between Terra and GLH, with the advice of the parties’ financial, tax and legal advisors. Considerations in determining transaction structure will include minimizing adverse tax impacts to the parties and their respective shareholders arising from the Transaction, minimizing complexity and regulatory hurdles, as well as timing. It is the parties’ intention that the Transaction be structured to achieve a deferral of tax for US and Canadian shareholders of GLH.
Exchange Ratio:	0.1203 Terra Shares for each GLH Share. Based on an exchange price of US\$2.12 for Terra, this implies US\$0.255 per GLH share.
Share Issuance:	All GLH Shares will be acquired at the closing. GLH currently has 583,611,611 shares outstanding and Terra Tech currently has 79,190,014 shares outstanding. All Terra Shares issued in the Transaction shall not be subject to any restriction on transfer under United States or Canadian securities laws.
CSE Listing	The Surviving Corporation shall list the Terra Shares on the Canadian Securities Exchange (“CSE”) immediately upon closing.
Assumed Debt:	Surviving Corporation will assume both series of convertible debentures issued by GLH (the “GLH Debentures”) totaling up to US\$18.3 million (of which one series of US\$8.0 million is currently being raised) in accordance with the terms of such debentures.

Target Options:	All GLH stock options will accelerate and vest and will continue to be exercisable pursuant to their original terms, for Terra Shares, adjusted by the Exchange Ratio. The Surviving Corporation will adopt a new equity incentive plan that will govern the GLH stock options following the closing, which plan will comply with the policies of the CSE.
Acquirer Options, Warrants and Convertible Debt:	All equity-linked securities will remain outstanding.
Key Individuals:	GLH will provide a list of individuals that are key to the conservation of the GLH business and their employment agreements. These agreements will become the obligation of Terra unless mutually agreed otherwise.
Professional Fees:	Each party will be responsible for their choice of legal representation and financial advisory, however all fees will ultimately be payable by the Surviving Corporation, however GLH associated fees will be payable at closing in GLH Shares.
Conditions to Closing:	
<i>Due Diligence</i>	Definitive documents for the proposed transaction are conditioned upon the completion of business, financial, legal and accounting due diligence by each of Terra and GLH, the scope of which shall be determined in the complete discretion of Terra and GLH, respectively.
<i>Documentation</i>	<p>The Proposed Transaction contemplated by this letter would be completed pursuant to a definitive agreement to be negotiated by the parties (the "Definitive Agreement"), appropriate for the structure of the Transaction and supported and approved by the board of directors of each party. Both parties agree to negotiate the Definitive Agreements promptly and in good faith.</p> <p>The Definitive Agreement will have customary terms and conditions for a transaction of the nature contemplated by this letter, including representations, warranties, covenants and conditions. The Definitive Agreement will include customary deal protection provisions to be agreed between the parties, acting reasonably.</p> <p>The Definitive Agreement will be governed by and construed in accordance with the laws of Ontario.</p>
<i>Material Adverse Change</i>	There shall not be any material adverse change in the businesses, condition (financial or otherwise), value, prospects or assets of either Terra or GLH since the date of its most recent audited financial statements and taking into consideration events subsequently publicly disclosed.
<i>Conduct of Business</i>	Prior to closing, both Terra and GLH will conduct its business only in the normal course. In addition, Terra and GLH's management will use commercially reasonable efforts to preserve the value of its business, and there will be no extraordinary payments, transactions, dividends or bonuses made without the mutual written consent of the other party.
<i>CSE Listing</i>	Receipt of conditional approval from the CSE to list the Surviving Corporation's shares on the CSE.
<i>Fairness Opinion</i>	The board of GLH shall have received an opinion from Canaccord that the consideration to be received by the shareholders of GLH is fair, from a financial point of view.

GLH Debentures For purposes of the indentures governing the GLH Debentures, the Transaction shall not result in a change-of-control requiring that an offer be made to redeem such debentures.

Approvals The parties shall receive all authorizations, approvals, consents and waivers from governmental and regulatory authorities and third parties required to consummate the merger.

Corporate Approvals The transaction shall be approved by the board of directors and stockholders of both parties.

Exclusivity: For the period commencing upon the execution of this letter and continuing until 12/30/2018, both parties will not (and will not authorize, permit or instruct any other person or entity on behalf of such party to) solicit, pursue, negotiate or enter into, or provide any information with respect to or otherwise facilitate in any manner, a merger, consolidation, issuance or sale of a material amount of assets or equity interests, tender or exchange offer, equity or debt financing or other similar transaction involving such party, without the prior written consent of the other party, except for those transactions already announced. Each party and its advisors will be granted access to the other party's books, records and personnel for the purpose of conducting a thorough due diligence investigation. Notwithstanding the foregoing, for purposes of funding working capital, Terra shall be permitted to raise up to \$10,000,000 in non-convertible debt as well as convertible debt and/or equity utilizing the ongoing convertible note offering and equity line currently filed with the SEC.

Public Disclosure: Terra and GLH will jointly agree on the timing and content of any disclosure relating to the proposed transaction prior to its initial public dissemination, and no such disclosure shall be made without both companies' mutual written consent. This letter and all negotiations and discussions relating to the transaction described herein are highly confidential. Each party agrees that it may not disclose any information relating to the transaction described herein to any third party (other than its representatives, financing sources and other parties on a need-to-know basis) without the prior written consent of the other party, except as otherwise required by applicable law, rule or regulation.

Governing Law: This letter shall be governed by and construed in accordance with the laws of the State of California, without reference to its principles of conflicts of law. Any disputes which arise under this Agreement, even after the termination of this Agreement, will be heard only in the State of California.

Integration: Subject to the section "Non-Binding Effect," this letter contains the entire agreement of the parties with respect to the subject matter hereof and supersedes any prior agreements, whether written or oral, between the parties with respect to the subject matter hereof. This letter can only be amended through a written document formally executed by all parties.

Non-Binding Effect: Except for the provisions set forth under "Exclusivity," "Public Disclosure," "Governing Law," and "Non-Binding Effect", this letter does not constitute or create and shall not be deemed to constitute or create any legally binding or enforceable obligations on the part of any party hereto. This letter shall not constitute a firm, binding commitment of either party to enter into the transactions contemplated hereby, nor shall any such obligations be created by oral evidence, oral understandings or courses of conduct (regardless of reliance or change in position). Such obligations shall be created solely by the execution and delivery of definitive agreements containing such terms and conditions as may be agreed upon by the parties thereto and then only in accordance with the terms and conditions of such definitive agreements.

We look forward to discussing this letter with you and to completing a merger with GLH that will accomplish the goals that we have both set forth for all of the hard-working employees and shareholders at both Terra and GLH.

Very truly yours,

Terra Tech Corp.

By: /s/ Derek Peterson

Date:
Derek Peterson
CEO

Agreed to and Accepted by:

Golden Leaf Holdings Ltd.

By: /s/ William Simpson

Date:
William Simpson
CEO