



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3030

August 9, 2016

Derek Peterson  
President and Chief Executive Officer  
Terra Tech Corp.  
4700 Von Karman, Suite 110  
Newport Beach, CA 92660

**Re: Terra Tech Corp.  
Preliminary Proxy Statement on Schedule 14A  
Filed April 11, 2016  
File No. 000-54258**

Dear Mr. Peterson:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Tom Jones for

Amanda Ravitz  
Assistant Director  
Office of Electronics and Machinery

cc: Randolph W. Katz, Esq.