

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE U.S. SECURITIES EXCHANGE ACT OF 1934

For the month of December 2021

Commission File Number: 001-39693

Triterras, Inc.
(Name of registrant)

9 Raffles Place, #23-04 Republic Plaza
Singapore 048619
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Press Releases.

On December 1, 2021, Triterras, Inc. ("Triterras") issued a press release providing an update on the independent audit of the Company's financial statements for the fiscal year ended February 28, 2021 (the "Audit"). A copy of this press release is attached to this Form 6-K as Exhibit 99.1.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Form 6-K includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Triterras' actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believe," "hope," "predict," "potential," "continue," and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include Triterras' expectations with respect to future performance as well as timing of completion of the Audit and filing of its Annual Report on Form 20-F for the fiscal year ended February 28, 2021 ("2021 Annual Report") with the U.S. Securities and Exchange Commission (the "SEC"). These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Most of these factors are outside Triterras' control and are difficult to predict. Factors that may cause such differences include but are not limited to the completion of the Audit, Nasdaq's response to Triterras' request to extend its filing deadline, as well as the risks and uncertainties related to the risks set forth under "Risk Factors" in Triterras' Form 20-F (SEC File No. 001-39693) filed with the SEC on November 16, 2020 and in Triterras' other filings with the SEC. Triterras cautions that the foregoing list of factors is not exclusive. There can be no assurance that Nasdaq will grant any additional extension period requested by Triterras, that the Audit will be completed sufficiently in advance of the new filing deadline, if any, to enable Triterras to complete and file the 2021 Annual Report by such deadline, or that Triterras will be able to regain compliance with the Nasdaq Listing Rules within any additional extension period granted by Nasdaq. Triterras cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. Triterras does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions, or circumstances on which any such statement is based.

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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 hereunto duly authorized.

TRITERRAS, INC.

Date: December 1, 2021

By: /s/ Srinivas Koneru
Name: Srinivas Koneru
Title: Executive Chairman and
Chief Executive Officer

Exhibit No.	Description
99.1	Press Release: Triterras Provides Further Update on Independent Audit of Financials for Fiscal Year Ended February 28, 2021.



**Triterras Provides Further Update on Independent Audit of
Financials for Fiscal Year Ended February 28, 2021**

Singapore, December 1, 2021 – Triterras Inc. (NasdaqGM: TRIT, TRITW) (“Triterras” or the “Company”), a leading fintech company focused on trade and trade finance, today is providing an update on the independent audit of its financial statements for the fiscal year ended February 28, 2021 (the “Audit”).

The Company has encountered an additional delay in the completion of the Audit which resulted in Triterras not meeting Nasdaq’s December 1, 2021 deadline to file its Annual Report on Form 20-F with the U.S. Securities and Exchange Commission.

The Company has submitted a Supplemental Letter requesting a one-week extension to file to December 8, 2021 and is awaiting Nasdaq’s decision on the request for extension. Triterras plans to make a public announcement via press release immediately upon learning of the Nasdaq decision. The Company cannot offer any assurances that Nasdaq will permit an extension but is hopeful that the request will be granted. If Nasdaq does not accept the Company’s extension request, then the Company would have the opportunity to appeal that decision to a Nasdaq hearings panel.

Nasdaq had previously granted the Company an extension to December 1, 2021 to regain compliance with Nasdaq Listing Rule 5250(c)(1) by filing its Annual Report on Form 20-F with the U.S. Securities and Exchange Commission.

Upon completion of the Audit, the Company plans to announce results via press release for the fiscal year ended February 28, 2021 and also host an earnings conference call to discuss results and provide a business update.

About Triterras

Triterras is a leading fintech company focused on trade and trade finance. It launched and operates Kratos™—one of the world’s largest trading and trade finance platforms that connects and enables commodity traders to trade and source capital from lenders directly online. For more information, please visit triterras.com or email us at contact@triterras.com.

Forward Looking Statements

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Triterras’ actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue,” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include Triterras’ expectations with respect to future performance as well as timing of completion of the Audit and filing of the Form 20-F for the fiscal year ended February 28, 2021 (the “2021 Annual Report”) with the United States Securities and Exchange Commission (the “SEC”). These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Most of these factors are outside Triterras’ control and are difficult to predict. Factors that may cause such differences include but are not limited to the completion of the Audit, Nasdaq’s response to the Company’s request to extend its filing deadline, as well as the risks and uncertainties incorporated by reference under “Risk Factors” in Triterras’ Form 20-F (001-39693) filed with the SEC on November 16, 2020 and in Triterras’ other filings with the SEC. Triterras cautions that the foregoing list of factors is not exclusive. There can be no assurance that Nasdaq will grant any additional extension period requested by Triterras, that the Audit will be completed sufficiently in advance of the new filing deadline, if any, to enable Triterras to complete and file the 2021 Annual Report by such deadline, or that Triterras will be able to regain compliance with the Nasdaq Listing Rules within any additional extension period granted by Nasdaq. Triterras cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. Triterras does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions, or circumstances on which any such statement is based.

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