

Tesla, Inc.  
Form 4  
February 08, 2017

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gracias Antonio J.

(Last) (First) (Middle)

C/O VALOR EQUITY PARTNERS,  
L.P., 200 S. MICHIGAN AVE  
SUITE 1020

(Street)

CHICAGO, IL 60604

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Tesla, Inc. [TSLA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/06/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 02/06/2017                              |                                                             | M <sup>(1)</sup>                        | 5,600                                                                   | A \$ 9.96                                                                                                          | 5,600                                                                   | D                                                                              |
| Common<br>Stock                       | 02/06/2017                              |                                                             | S <sup>(1)</sup>                        | 700                                                                     | D \$ 252.07 <sup>(2)</sup>                                                                                         | 4,900                                                                   | D                                                                              |
| Common<br>Stock                       | 02/06/2017                              |                                                             | S <sup>(1)</sup>                        | 1,600                                                                   | D \$ 253.364 <sup>(3)</sup>                                                                                        | 3,300                                                                   | D                                                                              |
| Common<br>Stock                       | 02/06/2017                              |                                                             | S <sup>(1)</sup>                        | 1,200                                                                   | D \$ 254.318 <sup>(4)</sup>                                                                                        | 2,100                                                                   | D                                                                              |

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|              |            |                         |       |   |                                        |         |   |                                   |
|--------------|------------|-------------------------|-------|---|----------------------------------------|---------|---|-----------------------------------|
| Common Stock | 02/06/2017 | <u>S</u> <sup>(1)</sup> | 700   | D | \$<br><u>255.572</u><br><sup>(5)</sup> | 1,400   | D |                                   |
| Common Stock | 02/06/2017 | <u>S</u> <sup>(1)</sup> | 1,300 | D | \$<br><u>256.338</u><br><sup>(6)</sup> | 100     | D |                                   |
| Common Stock | 02/06/2017 | <u>S</u> <sup>(1)</sup> | 100   | D | \$ 257.24                              | 0       | D |                                   |
| Common Stock |            |                         |       |   |                                        | 225,506 | I | by AJG Growth Fund <sup>(7)</sup> |
| Common Stock |            |                         |       |   |                                        | 50,886  | I | by VEP II <sup>(8)</sup>          |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 9.96                                                | 02/06/2017                           |                                                    | <u>M</u> <sup>(1)</sup>        | 5,600                                                                                   | 03/03/2011 03/02/2017                                    | Common Stock 5,600                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships                    |
|-----------------------------------------------------------------------------------------|----------------------------------|
|                                                                                         | Director 10% Owner Officer Other |
| Gracias Antonio J.<br>C/O VALOR EQUITY PARTNERS, L.P.<br>200 S. MICHIGAN AVE SUITE 1020 | X                                |

CHICAGO, IL 60604

## Signatures

By: Jonathan Chang, Power of Attorney For: Antonio  
Gracias

02/08/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The sale transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 1, 2016.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$251.70 to \$252.41, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (2)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$252.79 to \$253.77, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (3)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$253.82 to \$254.80, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (4)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$254.925 to \$255.82, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (5)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$255.94 to \$256.89, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (6)

- (7) The reporting person indirectly beneficially owns a total of 225,506 shares owned through AJG Growth Fund LLC ("AJG Growth Fund").

- (8) The reporting person indirectly beneficially owns a total of 50,886 shares owned through Valor Equity Management II, LP ("VEP II").

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.