

TESLA MOTORS INC
Form 4
December 07, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jurvetson Stephen T

(Last) (First) (Middle)

C/O DRAPER FISHER
JURVETSON, 2882 SAND HILL
ROAD SUITE 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TESLA MOTORS INC [TSLA]

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2016

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/05/2016		J ⁽¹⁾		60,645	D	\$ 0	121,289	I	By DFJ GF 06 LP (2)
Common Stock	12/05/2016		J ⁽³⁾		14,449	A	\$ 0	14,505	I	by DFJ Fd IX Part LP (4)
Common Stock	12/05/2016		J ⁽¹⁾		14,449	D	\$ 0	56	I	by DFJ Fd IX Part LP (4)
Common	12/05/2016		J ⁽¹⁾		90,941	D	\$ 0	0	I	by DFJ

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Stock									Fund IX, LP ⁽⁵⁾
Common Stock	12/05/2016	J ⁽¹⁾	2,463	D	\$ 0	0		I	by DFJ Part IX LLC ⁽⁶⁾
Common Stock	12/05/2016	J ⁽³⁾	6,361	A	\$ 0	6,361		I	by DFJGF 06 Prt LP ⁽⁷⁾
Common Stock	12/05/2016	J ⁽¹⁾	6,361	D	\$ 0	0		I	by DFJGF 06 Prt LP ⁽⁷⁾
Common Stock	12/05/2016	J ⁽¹⁾	4,992	D	\$ 0	9,983		I	by DFJPF GF 2006, LLC ⁽⁸⁾
Common Stock	12/05/2016	J ⁽³⁾	471	A	\$ 0	97,544		I	by Trust ⁽⁹⁾
Common Stock	12/05/2016	J ⁽³⁾	2,505	A	\$ 0	100,049		I	by Trust ⁽⁹⁾
Common Stock	12/05/2016	J ⁽³⁾	545	A	\$ 0	100,594		I	by Trust ⁽⁹⁾
Common Stock	12/05/2016	J ⁽³⁾	480	A	\$ 0	101,074		I	by Trust ⁽⁹⁾
Common Stock						35		I	by DFJ Fd X Part LP ⁽¹⁰⁾
Common Stock						28,692		I	by DFJ Fund X, L.P. ⁽¹¹⁾
Common Stock						876		I	by DFJPF X, LLC ⁽¹²⁾

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

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(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Security	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jurvetson Stephen T C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025	X			

Signatures

By: by Jonathan Chang, by Power of Attorney For: Stephen T. Jurvetson 12/07/2016

**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).
- On December 5, 2016, each of these funds made an in-kind distribution, without any additional consideration to its members, of that number of shares set forth in column 4, including shares distributed to the general partner of each fund. Mr. Jurvetson is one of several managing directors of the general partner entities of these funds that directly hold shares and as such Mr. Jurvetson may be deemed to have voting and investment power with respect to such shares. Mr. Jurvetson disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.
- (1) These shares are owned directly by Draper Fisher Jurvetson Growth Funds 2006, L.P.
 - (3) On December 5, 2016, received the shares set forth in column 4 in connection with the distributions described in footnote 1.
 - (4) These shares are owned directly by Draper Fisher Jurvetson Fund IX Partners, L.P.
 - (5) These shares are owned directly by Draper Fisher Jurvetson Fund IX, L.P.
 - (6) These shares are owned directly by Draper Fisher Jurvetson Partners IX, LLC
 - (7) These shares are owned directly by Draper Fisher Jurvetson Growth Fund 2006 Partners, L.P.
 - (8) These shares are owned directly by Draper Fisher Jurvetson Partners Growth Fund 2006, LLC.
 - (9) These shares are held directly by the Steve and Karla Jurvetson Living Trust dated August 27, 2002.
- These shares are owned directly by Draper Fisher Jurvetson Fund X Partners, L.P. Mr. Jurvetson is one of several managing directors of the general partner entities of these funds that directly hold shares and as such Mr. Jurvetson may be deemed to have voting and investment power with respect to such shares. Mr. Jurvetson disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.
- (10) These shares are owned directly by Draper Fisher Jurvetson Fund X Partners, L.P. Mr. Jurvetson is one of several managing directors of the general partner entities of these funds that directly hold shares and as such Mr. Jurvetson may be deemed to have voting and investment
 - (11) These shares are owned directly by Draper Fisher Jurvetson Fund X, L.P. Mr. Jurvetson is one of several managing directors of the general partner entities of these funds that directly hold shares and as such Mr. Jurvetson may be deemed to have voting and investment

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power with respect to such shares. Mr. Juvetson disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.

- (12) These shares are owned directly by Draper Fisher Juvetson Partners X, LLC. Mr. Juvetson is one of several managing directors of the general partner entities of these funds that directly hold shares and as such Mr. Juvetson may be deemed to have voting and investment power with respect to such shares. Mr. Juvetson disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.

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

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