

Taneja Vaibhav
Form 3
March 25, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Taneja Vaibhav | | (Month/Day/Year) | Tesla, Inc. [TSLA] | |
| (Last) | (First) | (Middle) | 03/13/2019 | |
| C/O TESLA, INC.,Â 3500 DEER CREEK ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| PALO ALTO,Â CAÂ 94304 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Accounting Officer | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 951 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|----------------------------|-------|----------------------------|-----|
| Incentive Stock Option (right to buy) | Â (1) | 10/16/2028 | Common Stock | 979 | \$ 276.59 | D Â |
| Incentive Stock Option (right to buy) | Â (2) | 11/12/2027 | Common Stock | 924 | \$ 315.4 | D Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 10/16/2028 | Common Stock | 572 | \$ 276.59 | D Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 04/25/2026 | Common Stock | 1,760 | \$ 300 | D Â |
| Restricted Stock Unit | Â (4) | Â (4) | Common Stock | 770 | \$ 0 | D Â |
| Restricted Stock Unit | Â (5) | Â (5) | Common Stock | 1,403 | \$ 0 | D Â |
| Restricted Stock Unit | Â (6) | Â (6) | Common Stock | 492 | \$ 0 | D Â |
| Restricted Stock Unit | Â (7) | Â (7) | Common Stock | 1,090 | \$ 0 | D Â |
| Restricted Stock Unit | Â (8) | Â (8) | Common Stock | 550 | \$ 0 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Taneja Vaibhav C/O TESLA, INC. 3500 DEER CREEK ROAD PALO ALTO, CA 94304 | Â | Â | Â Chief Accounting Officer | Â |

Signatures

By: Aaron Beckman, Power of Attorney For: Vaibhav Taneja 03/25/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) 1/60th of the shares subject to the option became vested and exercisable on November 1, 2018, and 1/60th of the shares subject to the option shall become vested and exercisable each month thereafter, so that all such shares subject to this option will be fully vested by October 1, 2023.

(2) 1/48th of the shares subject to the option vested on October 5, 2017 and 1/48th of the shares subject to the option will vest each monthly anniversary of the grant date, so that all such shares subject to this option will be fully vested as of September 5, 2021.

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- (3) 1/4th of the shares subject to the option became vested and exercisable on April 15, 2017 and 1/48th of the shares subject to the option shall vest and become exercisable each month thereafter, so that all such shares subject to this option will be fully vested as of April 15, 2020.
- (4) 1/16th of the total restricted stock units initially subject to this award vested on December 5, 2017, and 1/16th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of September 5, 2021.
- (5) 1/16th of the total restricted stock units initially subject to this award vested on September 5, 2018, and 1/16th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of June 5, 2022.
- (6) 1/20th of the total restricted stock units initially subject to this award vested on March 5, 2019 and 1/20th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested by December 5, 2023.
- (7) 1/16th of the total restricted stock units initially subject to this award vested on March 5, 2019 and 1/16th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of December 5, 2022.
- (8) 1/4th of the total restricted stock units initially subject to this award vested on May 15, 2017, and 1/16th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of May 15, 2020.

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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