SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Musk Elon

(Last) (First) (Middle)

C/O TESLA, INC.
3500 DEER CREEK ROAD

(Street)

PALO ALTO CA 94304

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Tesla, Inc. [TSLA]

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

11/08/2021

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

CEO

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/08/2021		M[1]		2,154,572	A	$6.24	2,154,572	D	
Common Stock	11/08/2021		S[1]		1,100[2]	D	$1,135.05	2,153,472	D	
Common Stock	11/08/2021		S[1]		600[2]	D	$1,138	2,152,872	D	
Common Stock	11/08/2021		S[1]		2,300[2]	D	$1,139.487[3]	2,150,572	D	
Common Stock	11/08/2021		S[1]		6,400[2]	D	$1,141.05	2,144,172	D	
Common Stock	11/08/2021		S[1]		400[2]	D	$1,142.05	2,143,772	D	
Common Stock	11/08/2021		S[1]		1,300[2]	D	$1,143.559[4]	2,142,472	D	
Common Stock	11/08/2021		S[1]		3,300[2]	D	$1,146.123[5]	2,139,172	D	
Common Stock	11/08/2021		S[1]		1,900[2]	D	$1,147.995[6]	2,137,272	D	
Common Stock	11/08/2021		S[1]		7,500[2]	D	$1,149.327[7]	2,129,772	D	
Common Stock	11/08/2021		S[1]		800[2]	D	$1,152.05	2,128,972	D	
Common Stock	11/08/2021		S[1]		2,049[2]	D	$1,153.38[8]	2,126,923	D	
Common Stock	11/08/2021		S[1]		1,700[2]	D	$1,155.276[9]	2,125,223	D	
Common Stock	11/08/2021		S[1]		600[2]	D	$1,156.55	2,124,623	D	
Common Stock	11/08/2021		S[1]		6,100[2]	D	$1,158.192[10]	2,118,523	D	
Common Stock	11/08/2021		S[1]		7,254[2]	D	$1,160.638[11]	2,111,269	D	
Common Stock	11/08/2021		S[1]		10,316[2]	D	$1,161.54[12]	2,100,953	D	
Common Stock	11/08/2021		S[1]		5,100[2]	D	$1,162.867[13]	2,095,853	D	
Common Stock	11/08/2021		S[1]		24,718[2]	D	$1,163.655[14]	2,071,135	D	
Common Stock	11/08/2021		S[1]		18,753[2]	D	$1,164.836[15]	2,052,382	D	
Common Stock	11/08/2021		S[1]		21,383[2]	D	$1,165.92[16]	2,030,999	D	
Common Stock	11/08/2021		S[1]		25,710[2]	D	$1,166.983[17]	2,005,289	D	
Common Stock	11/08/2021		S[1]		19,428[2]	D	$1,167.997[18]	1,985,861	D	
Common Stock	11/08/2021		S[1]		22,061[2]	D	$1,169.154[19]	1,963,800	D	
Common Stock	11/08/2021		S[1]		19,600[2]	D	$1,170.486[20]	1,944,200	D	
Common Stock	11/08/2021		S[1]		13,786[2]	D	$1,171.637[21]	1,930,414	D	
Common Stock	11/08/2021		S[1]		11,540[2]	D	$1,172.526[22]	1,918,874	D	
Common Stock	11/08/2021		S[1]		10,002[2]	D	$1,173.558[23]	1,908,872	D	

Common Stock	11/08/2021		S[1]		5,559[2]	D	$1,174.611[24]	1,903,313	D	
Common Stock	11/08/2021		S[1]		6,020[2]	D	$1,175.654[25]	1,897,293	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualifed Stock Option (right to buy)	$6.24	11/08/2021		M[1]			2,154,572	(26)(27)	08/13/2022	Common Stock	2,154,572	$0.00	23,344,933	D	

Explanation of Responses:

1. THE TRANSACTIONS REPORTED ON THIS FORM 4 WERE AUTOMATICALLY EFFECTED PURSUANT TO A RULE 10B5-1 TRADING PLAN PREVIOUSLY ADOPTED ON SEPTEMBER 14, 2021 AND ESTABLISHED BY THE REPORTING PERSON FOR THE PURPOSE OF AN ORDERLY SALE OF SHARES RELATED TO THE EXERCISES OF OPTIONS SCHEDULED TO EXPIRE IN 2022.

2. The shares of common stock were sold solely to satisfy the reporting person's tax withholding obligations related to the exercise of stock options to purchase 2,154,572 shares as reported herein.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,139.050 to $1,139.620, 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 $1,143.370 to $1,144.050, 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 $1,145.940 to $1,146.490, 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. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,147.940 to $1,148.010, 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.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,149.220 to $1,149.950, 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.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,153.050 to $1,153.990, 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.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,154.700 to $1,155.680, 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.

10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,157.850 to $1,158.550, 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.

11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,160.040 to $1,161.020, 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.

12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,161.070 to $1,161.910, 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.

13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,162.140 to $1,163.060, 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.

14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,163.200 to $1,164.140, 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.

15. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,164.380 to $1,165.150, 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.

16. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,165.410 to $1,166.380, 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.

17. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,166.510 to $1,167.440, 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.

18. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,167.510 to $1,168.460, 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.

19. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,168.760 to $1,169.720, 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.

20. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,170.050 to $1,170.950, 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.

21. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,171.140 to $1,172.060, 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.

22. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,172.150 to $1,173.060, 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.

23. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,173.150 to $1,174.030, 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.

24. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,174.150 to $1,175.050, 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.

25. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,175.150 to $1,176.050, 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.

26. Effective August 13, 2012, the reporting person was granted an option to purchase 26,374,505 shares of common stock, as adjusted to give effect to a five-for-one forward split of the Issuer's common stock in the form of a stock dividend distributed on August 28, 2020. 1/10 of the total number of shares subject to this option became and will become vested and exercisable each time: (i) the Issuer's market capitalization increases by $4.0 billion above the initially measured market capitalization of $3.2 billion; and (ii) one of 10 specified performance milestones relating to the development of the Issuer's Model X and Model 3 vehicles and our total production of vehicles is attained, subject to the reporting person's continued service to us at each such vesting event.

27. (continued from footnote 26) If any shares have not vested by the end of the term of the option, they will be forfeited and the reporting person will not realize the value of such shares. As of the date of this filing, 23,737,050 of the shares subject to this option have vested and 2,637,455 of the shares have not vested.

Remarks:

This Form 4 is the first of two Form 4s being filed by the Reporting Person relating to the same event. The Form 4 has been split into two filings to cover all 50 individual transactions that occurred on the same Transaction Date, because the SEC's EDGAR filing system limits a single Form 4 to a maximum of 30 separate transactions. Each Form 4 will be filed by the Reporting Person.

By: Aaron Beckman by Power of Attorney For: Elon Musk	11/10/2021
** Signature of Reporting Person	Date

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

* 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).

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

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 Number.