

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

**SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO § 240.13d-2.**

**(Amendment No. 2)\***

**Tesla, Inc.**  
**(Name of Issuer)**

**Common Stock, \$0.001 par value per share**

(Title of Class of Securities)

**88160R101**

(CUSIP Number)

**December 31, 2020**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1)	Names of Reporting Persons Capital Ventures International
<hr/>	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)
(a)	"
(b)	"
<hr/>	
(3)	SEC Use Only
<hr/>	
(4)	Citizenship or Place of Organization Cayman Islands
<hr/>	
(5)	Sole Voting Power 187,272 (1)(2)
<hr/>	
(6)	Shared Voting Power 49,569,773 (1)
<hr/>	
(7)	Sole Dispositive Power 187,272 (1)(2)
<hr/>	
(8)	Shared Dispositive Power 49,569,773 (1)
<hr/>	
(9)	Aggregate Amount Beneficially Owned by Each Reporting Person 49,569,773 (1)
<hr/>	
(10)	Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "
<hr/>	
(11)	Percent of Class Represented by Amount in Row (9) 5.2%
<hr/>	
(12)	Type of Reporting Person (See Instructions) CO
<hr/>	

(1) G1 Execution Services, LLC, Susquehanna Investment Group and Susquehanna Securities, LLC are affiliated independent broker-dealers which, together with Capital Ventures International, Darby Financial Products and Susquehanna Advisors Group, Inc., may be deemed a group. For purposes of this report, we have indicated that each reporting person has sole voting and dispositive power with respect to the shares beneficially owned by it and that the reporting persons have shared voting and dispositive power with respect to all shares beneficially owned by all of the reporting persons. Each of the reporting persons disclaims beneficial ownership of shares owned directly by another reporting person.

(2) Susquehanna Advisors Group, Inc. is the investment manager to Capital Ventures International and as such may exercise voting and dispositive power over the shares directly owned by Capital Ventures International.

- (1) Names of Reporting Persons  
Susquehanna Advisors Group, Inc.
- 
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
- (a) ..
- 
- (b) ..
- 
- (3) SEC Use Only
- 
- (4) Citizenship or Place of Organization  
Pennsylvania
- 
- (5) Sole Voting Power  
0 (1)(2)
- 
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
- (6) Shared Voting Power  
49,569,773 (1)
- 
- (7) Sole Dispositive Power  
0 (1)(2)
- 
- (8) Shared Dispositive Power  
49,569,773 (1)
- 
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person  
49,569,773 (1)
- 
- (10) Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ..
- 
- (11) Percent of Class Represented by Amount in Row (9)  
5.2%
- 
- (12) Type of Reporting Person (See Instructions)  
CO
- 

(1) G1 Execution Services, LLC, Susquehanna Investment Group and Susquehanna Securities, LLC are affiliated independent broker-dealers which, together with Capital Ventures International, Darby Financial Products and Susquehanna Advisors Group, Inc., may be deemed a group. For purposes of this report, we have indicated that each reporting person has sole voting and dispositive power with respect to the shares beneficially owned by it and that the reporting persons have shared voting and dispositive power with respect to all shares beneficially owned by all of the reporting persons. Each of the reporting persons disclaims beneficial ownership of shares owned directly by another reporting person.

(2) Susquehanna Advisors Group, Inc. is the investment manager to Capital Ventures International and as such may exercise voting and dispositive power over the shares directly owned by Capital Ventures International.

---

- (1) Names of Reporting Persons  
Darby Financial Products
- 
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
- (a) ..
- 
- (b) ..
- 
- (3) SEC Use Only
- 
- (4) Citizenship or Place of Organization  
Delaware
- 
- (5) Sole Voting Power  
14,668 (1)
- 
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
- (6) Shared Voting Power  
49,569,773 (1)
- 
- (7) Sole Dispositive Power  
14,668 (1)
- 
- (8) Shared Dispositive Power  
49,569,773 (1)
- 
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person  
49,569,773 (1)
- 
- (10) Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ..
- 
- (11) Percent of Class Represented by Amount in Row (9)  
5.2%
- 
- (12) Type of Reporting Person (See Instructions)  
PN
- 

(1) G1 Execution Services, LLC, Susquehanna Investment Group and Susquehanna Securities, LLC are affiliated independent broker-dealers which, together with Capital Ventures International, Darby Financial Products and Susquehanna Advisors Group, Inc., may be deemed a group. For purposes of this report, we have indicated that each reporting person has sole voting and dispositive power with respect to the shares beneficially owned by it and that the reporting persons have shared voting and dispositive power with respect to all shares beneficially owned by all of the reporting persons. Each of the reporting persons disclaims beneficial ownership of shares owned directly by another reporting person.

---

(1) Names of Reporting Persons  
G1 Execution Services, LLC

---

(2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) "  
(b) "

---

(3) SEC Use Only

---

(4) Citizenship or Place of Organization  
Illinois

---

(5) Sole Voting Power  
0 (1)

---

Number of Shares Beneficially Owned by Each Reporting Person With  
(6) Shared Voting Power  
49,569,773 (1)

---

(7) Sole Dispositive Power  
0 (1)

---

(8) Shared Dispositive Power  
49,569,773 (1)

---

(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
49,569,773 (1)

---

(10) Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "

---

(11) Percent of Class Represented by Amount in Row (9)  
5.2%

---

(12) Type of Reporting Person (See Instructions)  
BD, OO

---

(1) G1 Execution Services, LLC, Susquehanna Investment Group and Susquehanna Securities, LLC are affiliated independent broker-dealers which, together with Capital Ventures International, Darby Financial Products and Susquehanna Advisors Group, Inc., may be deemed a group. For purposes of this report, we have indicated that each reporting person has sole voting and dispositive power with respect to the shares beneficially owned by it and that the reporting persons have shared voting and dispositive power with respect to all shares beneficially owned by all of the reporting persons. Each of the reporting persons disclaims beneficial ownership of shares owned directly by another reporting person.

---

- (1) Names of Reporting Persons  
Susquehanna Investment Group
- 
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
- (a) ..
- 
- (b) ..
- 
- (3) SEC Use Only
- 
- (4) Citizenship or Place of Organization  
Pennsylvania
- 
- (5) Sole Voting Power  
4,261,126 (1)
- 
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
- (6) Shared Voting Power  
49,569,773 (1)
- 
- (7) Sole Dispositive Power  
4,261,126 (1)
- 
- (8) Shared Dispositive Power  
49,569,773 (1)
- 
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person  
49,569,773 (1)
- 
- (10) Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ..
- 
- (11) Percent of Class Represented by Amount in Row (9)  
5.2%
- 
- (12) Type of Reporting Person (See Instructions)  
BD, PN
- 

---

(1) G1 Execution Services, LLC, Susquehanna Investment Group and Susquehanna Securities, LLC are affiliated independent broker-dealers which, together with Capital Ventures International, Darby Financial Products and Susquehanna Advisors Group, Inc., may be deemed a group. For purposes of this report, we have indicated that each reporting person has sole voting and dispositive power with respect to the shares beneficially owned by it and that the reporting persons have shared voting and dispositive power with respect to all shares beneficially owned by all of the reporting persons. Each of the reporting persons disclaims beneficial ownership of shares owned directly by another reporting person.

---

- (1) Names of Reporting Persons  
 Susquehanna Securities, LLC
- 
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- 
- (b)
- 
- (3) SEC Use Only
- 
- (4) Citizenship or Place of Organization  
 Delaware
- 
- |   |  |
|---|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | (5) Sole Voting Power<br>45,106,707 (1)        |
|   | (6) Shared Voting Power<br>49,569,773 (1)      |
|   | (7) Sole Dispositive Power<br>45,106,707 (1)   |
|   | (8) Shared Dispositive Power<br>49,569,773 (1) |
- 
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person  
 49,569,773 (1)
- 
- (10) Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
- 
- (11) Percent of Class Represented by Amount in Row (9)  
 5.2%
- 
- (12) Type of Reporting Person (See Instructions)  
 BD, OO
- 

(1) G1 Execution Services, LLC, Susquehanna Investment Group and Susquehanna Securities, LLC are affiliated independent broker-dealers which, together with Capital Ventures International, Darby Financial Products and Susquehanna Advisors Group, Inc., may be deemed a group. For purposes of this report, we have indicated that each reporting person has sole voting and dispositive power with respect to the shares beneficially owned by it and that the reporting persons have shared voting and dispositive power with respect to all shares beneficially owned by all of the reporting persons. Each of the reporting persons disclaims beneficial ownership of shares owned directly by another reporting person.

---

**Item 1.**

(a) Name of Issuer

Tesla, Inc. (the "Company")

---

(b) Address of Issuer's Principal Executive Offices

3500 Deer Creek Road, Palo Alto, California 94304

---

**Item 2(a).** Name of Person Filing

This statement is filed by the entities listed below, who are collectively referred to herein as "Reporting Persons" with respect to the shares of common stock, \$0.001 par value per share, of the Company (the "Shares").

- (i) Capital Ventures International
  - (ii) Susquehanna Advisors Group, Inc.
  - (iii) Darby Financial Products
  - (iv) G1 Execution Services, LLC
  - (v) Susquehanna Investment Group
  - (vi) Susquehanna Securities, LLC
- 

**Item 2(b).** Address of Principal Business Office or, if none, Residence

The address of the principal business office of Capital Ventures International is:

P.O. Box 897  
Windward 1, Regatta Office Park  
West Bay Road  
Grand Cayman, KY1-1103  
Cayman Islands

The address of the principal business office of each of Darby Financial Products, Susquehanna Advisors Group, Inc., Susquehanna Investment Group and Susquehanna Securities, LLC is:

401 E. City Avenue  
Suite 220  
Bala Cynwyd, PA 19004

The address of the principal business office of G1 Execution Services, LLC is:

175 W. Jackson Blvd.  
Suite 1700  
Chicago, IL 60604

---

**Item 2(c).** Citizenship  
Citizenship is set forth in Row 4 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

---

**Item 2(d).** Title of Class of Securities  
Common Stock, \$0.001 par value per share

---



**Item 2(e)** CUSIP Number  
88160R101

---

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The number of Shares reported as beneficially owned by Capital Ventures International consists of convertible bonds convertible into Shares. The number of Shares reported as beneficially owned by Darby Financial Products includes options to buy 4,600 Shares. The number of Shares reported as beneficially owned by Susquehanna Investment Group includes options to buy 3,694,800 Shares. The number of Shares reported as beneficially owned by Susquehanna Securities, LLC includes options to buy 43,479,400 Shares.

The Company's Quarterly Report on Form 10-Q, filed on October 26, 2020 indicates that there were 947,900,733 Shares outstanding as of October 20, 2020.

---

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

---

CUSIP No: 88160R101

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 10, 2021

CAPITAL VENTURES INTERNATIONAL

SUSQUEHANNA ADVISORS GROUP, INC.

By: Susquehanna Advisors Group, Inc. pursuant to a Limited Power of Attorney, a copy of which was previously filed

By: /s/ Brian Sopinsky

Name: Brian Sopinsky

Title: Assistant Secretary

By: /s/ Brian Sopinsky

Name: Brian Sopinsky

Title: Assistant Secretary

DARBY FINANCIAL PRODUCTS

By: /s/ Brian Sopinsky

Name: Brian Sopinsky

Title: Authorized Signatory

G1 EXECUTION SERVICES, LLC

By: /s/ Brian Sopinsky

Name: Brian Sopinsky

Title: Secretary

SUSQUEHANNA INVESTMENT GROUP

SUSQUEHANNA SECURITIES, LLC

By: /s/ Brian Sopinsky

Name: Brian Sopinsky

Title: General Counsel

By: /s/ Brian Sopinsky

Name: Brian Sopinsky

Title: Secretary

---

**EXHIBIT INDEX**

<b>EXHIBIT</b>	<b>DESCRIPTION</b>
I	Limited Power of Attorney executed by Capital Ventures International in favor of Susquehanna Advisors Group, Inc., dated as of December 4, 2012*
II	Joint Filing Agreement

\*Previously Filed

---

**EXHIBIT II**

**JOINT FILING AGREEMENT**

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the class A common stock of Tesla, Inc., \$0.001 par value per share, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: February 10, 2021

CAPITAL VENTURES INTERNATIONAL

SUSQUEHANNA ADVISORS GROUP, INC.

By: Susquehanna Advisors Group, Inc. pursuant to a  
Limited Power of Attorney

By: /s/ Brian Sopinsky

By: /s/ Brian Sopinsky

Name: Brian Sopinsky

Name: Brian Sopinsky

Title: Assistant Secretary

Title: Assistant Secretary

DARBY FINANCIAL PRODUCTS

By: /s/ Brian Sopinsky

Name: Brian Sopinsky

Title: Authorized Signatory

G1 EXECUTION SERVICES, LLC

By: /s/ Brian Sopinsky

Name: Brian Sopinsky

Title: Secretary

SUSQUEHANNA INVESTMENT GROUP

SUSQUEHANNA SECURITIES, LLC

By: /s/ Brian Sopinsky

By: /s/ Brian Sopinsky

Name: Brian Sopinsky

Name: Brian Sopinsky

Title: General Counsel

Title: Secretary

---