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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**Tesla, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

No fee required

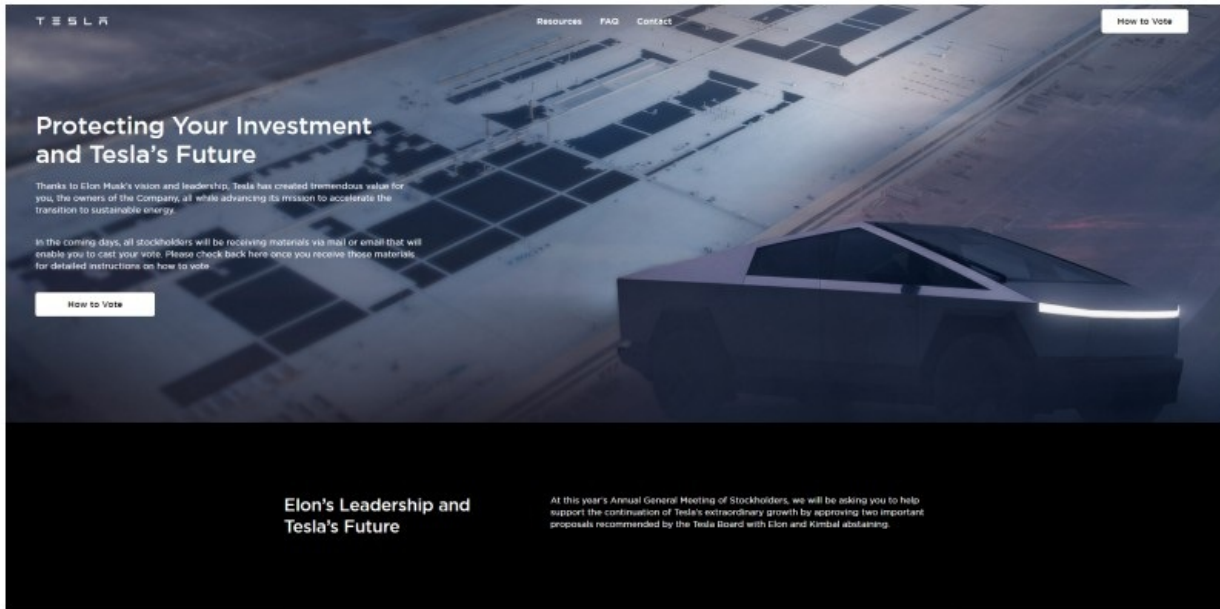
Fee paid previously with preliminary materials

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

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On April 29, 2024, Tesla, Inc. ("Tesla") updated its website, [www.SupportTeslaValue.com](http://www.SupportTeslaValue.com), which contains information relating to its 2024 Annual Meeting of Stockholders. A copy of the updated website content (other than that previously filed) can be found below.



#### Proposal Four

### A CEO Performance Award 100% Aligned with Stockholder Interests

- 01 In 2018, Tesla's Board of Directors asked stockholders to approve a CEO Performance Award that incentivized Elon to meet staggering financial and operational objectives over a 10-year period. Stockholders did - by a wide margin.
- 02 In just five years, Elon delivered by hitting every single "jaw-dropping" key milestone in the plan to deliver a total shareholder return of nearly 1,300%.
- 03 Six years later, a Delaware Court stepped in to side with a plaintiff who owned just nine Tesla shares when he sued and ordered the plan be cancelled, despite overwhelming approval from holders of millions of shares.
- 04 Unlike most CEOs, Elon was entitled to receive NO salary, NO cash bonuses, and NO equity that would vest simply by the passage of time. Instead, he was asked to deliver the type of exponential value creation most thought was impossible - or get nothing.
- 05 Elon was also required to hold any shares awarded through stock options for five years after the option was exercised, meaning that he was not only incentivized to achieve remarkable results at the time to earn his compensation, but to also continue to drive growth for five more years.
- 06 As stockholders recognized by voting in favor in 2018, the ultra-ambitious plan was simple: if stockholders and the Company benefit, so does Elon.

#### We believe in stockholder democracy.

This important decision should be made by the owners of the Company. You. We're asking you to make your voices heard and reinstate what you already said you wanted.

[Learn More](#)

#### Proposal Three

### Bring Tesla Home to Texas

- 01 We believe in the rights of our stockholders. We believe their votes matter. In Delaware, your vote was not respected and again may not be in the future.
- 02 The Texas legal regime is strong and fair, and more appropriate to our mission.
- 03 Our global headquarters, largest manufacturing facility and future are in Texas.

04  
We have thousands of employees in Travis County, Texas.

05  
We respect Texas. Texas respects us. Texas corporate law is developed.

06  
We have received a tidal wave of communications from stockholders asking Tesla to move from Delaware.

[Learn More](#)

## FAQ

[Open All](#)**Why am I being asked to vote on the CEO Performance Award from six years ago?**

On January 30, 2024, a Delaware Court sided with a plaintiff who owned just nine Tesla shares when he sued and ordered the cancellation of the 2018 CEO Performance Award, even though it was approved by approximately 73% of all votes cast by stockholders (excluding Elon and Kimbal).

We don't agree with what the Delaware Court decided and we're giving stockholders another opportunity to make their voices heard and ratify the 2018 CEO Performance Award.

**If stockholders already approved the 2018 CEO Performance Award and the judge reversed it, why am I being asked to vote on it again? Will it reverse the judge's decision?**

We are seeking a second stockholder vote to ratify the 2018 CEO Performance Award. The Company is asking stockholders to ratify the 2018 CEO Performance Award on two alternative legal theories. The first is Delaware common law ratification and the second is statutory ratification.

To the extent that the ratification were upheld, we believe a second vote would reinstate the 2018 CEO Performance Award and ensure Elon gets paid for the tremendous valuation he has overseen while CEO.

**Why is Tesla proposing that the Company reincorporate in Texas?**

Tesla's headquarters - and its future - are in Texas. In 2021, the Company relocated its global headquarters to Texas and our largest manufacturing facility is located in the state. We employ a significant number of people at the Gigafactory Texas. Texas is our home.

The Delaware Court has shown that it will make decisions contrary to corporate democracy and ignore the will of our stockholders. We believe in corporate democracy and stockholder rights. We believe Texas Courts will respect those rights.

Therefore, we are asking our stockholders to approve redomiciling the Company in Texas, where we believe the legal regime is strong, fair and more appropriate to our mission.

**Who may attend Tesla's annual meeting?**

Tesla's 2024 Annual Meeting will be held at Tesla's Gigafactory Texas located in Austin, Texas and will be webcast live.

We can accommodate a limited number of stockholders at the in-person meeting due to capacity restrictions. To maximize fairness, Tesla will conduct a random drawing to determine stockholder eligibility to attend in person.

If you were a stockholder of record or a beneficial owner at the close of business on April 15, 2024, you must register on our stockholder platform to be eligible for the drawing.

**When can I vote?**

In the coming days, all stockholders will be receiving materials via mail or email that will enable you to cast your vote. Please check back [here](#) once you receive those materials for detailed instructions on how to vote.

## How to Vote

**In the coming days, all stockholders will be receiving materials via mail or email that will enable you to cast your vote.**

Please check back here once you receive those materials for detailed instructions on how to vote.

# Privacy & Legal

## Additional Information and Where to Find It

Tesla, Inc. ("Tesla") has filed with the Securities and Exchange Commission (the "SEC") a definitive proxy statement on Schedule 14A with respect to its solicitation of proxies for Tesla's 2024 annual meeting (the "[Definitive Proxy Statement](#)"). The Definitive Proxy Statement contains important information about the matters to be voted on at the 2024 annual meeting. STOCKHOLDERS OF TESLA ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT TESLA HAS FILED OR WILL FILE WITH THE SEC BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT TESLA AND THE MATTERS TO BE VOTED ON AT THE 2024 ANNUAL MEETING. Stockholders are able to obtain free copies of these documents and other documents filed with the SEC by Tesla through the website maintained by the SEC at [sec.gov](https://www.sec.gov). In addition, stockholders are able to obtain free copies of these documents from Tesla by emailing Tesla's Investor Relations at [ir@tesla.com](mailto:ir@tesla.com), or by visiting [Tesla's Investor Relations page](https://tesla.com/investor-relations).

## Participants in the Solicitation

The directors and executive officers of Tesla may be deemed to be participants in the solicitation of proxies from the stockholders of Tesla in connection with 2024 annual meeting. Information regarding the interests of participants in the solicitation of proxies in respect of the 2024 annual meeting is included in the Definitive Proxy Statement.

## Forward-Looking Statements

Certain statements in this website are forward-looking statements that are subject to risks and uncertainties. These forward-looking statements are based on management's current expectations. Various important factors could cause actual results to differ materially, including the risks identified in our SEC filings. Tesla disclaims any obligation to update any forward-looking statement contained in this website.

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## **Forward-Looking Statements**

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 reflecting Tesla's current expectations that involve risks and uncertainties. These forward-looking statements include, but are not limited to, statements concerning its goals, commitments, strategies and mission, its plans and expectations regarding the proposed redomestication of Tesla from Delaware to Texas (the "Texas Redomestication") and the ratification of Tesla's 2018 CEO pay package (the "Ratification"), expectations regarding the future of litigation in Texas, including the expectations and timing related to the Texas business court, expectations regarding the continued CEO innovation and incentivization under the Ratification, potential benefits, implications, risks or costs or tax effects, costs savings or other related implications associated with the Texas Redomestication or the Ratification, expectations about stockholder intentions, views and reactions, the avoidance of uncertainty regarding CEO compensation through the Ratification, the ability to avoid future judicial or other criticism through the Ratification, its future financial position, expected cost or charge reductions, its executive compensation program, expectations regarding demand and acceptance for its technologies, growth opportunities and trends in the markets in which we operate, prospects and plans and objectives of management. The words "anticipates," "believes," "continues," "could," "design," "drive," "estimates," "expects," "future," "goals," "intends," "likely," "may," "plans," "potential," "seek," "sets," "shall," "spearheads," "spurring," "should," "will," "would," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Tesla may not actually achieve the plans, intentions or expectations disclosed in its forward-looking statements and you should not place undue reliance on Tesla's forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements that we make. These forward-looking statements involve risks and uncertainties that could cause Tesla's actual results to differ materially from those in the forward-looking statements, including, without limitation, risks related to the Texas Redomestication and the Ratification and the risks set forth in Part I, Item 1A, "Risk Factors" of the Annual Report on Form 10-K for the fiscal year ended December 31, 2023 and that are otherwise described or updated from time to time in Tesla's other filings with the SEC. The discussion of such risks is not an indication that any such risks have occurred at the time of this filing. Tesla disclaims any obligation to update any forward-looking statement contained in this document.

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