
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

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

On May 20, 2024, Tesla, Inc. posted the following video (the "Video") to its website, www.VoteTesla.com, and on X.



Your Vote for Tesla is a Vote to Protect Long-Term Value

For the past 6 years, you've seen the value of your investment in Tesla grow tremendously. The present and future value creation that we are poised to deliver for all of you is at risk. We need your vote.

Proposal Four A CEO Performance Award 100% Aligned with Stockholder Interests

01 In 2018, stockholders approved a Performance Award that incentivized Elon to create tremendous value for everyone with a stake in Tesla.

02 In under six years, Elon delivered a total shareholder return of nearly 1,100%.

03 If Elon failed to achieve unprecedented growth targets for Tesla, he would receive ZERO compensation. He did not fail.

04 Elon must hold any shares awarded through stock options for five years after the option is exercised, incentivizing him to continue to drive growth into the future.

05 The ultra-ambitious plan was simple: if stockholders and the Company benefit, so does Elon. Stockholders overwhelmingly voted to approve the plan in 2018.

06 Six years later, a Delaware Court ignored this decision and ordered the plan be cancelled.

Your Rights as Stockholders Need to Be
Protected

PROTECTED

This important decision belongs to you, the owners of the Company. We're asking you to make your voices heard again and uphold the outcome of your 2018 vote.

[Learn More](#)

Proposal Three

Bring Tesla Home to Texas

01

We believe in stockholder rights. In Delaware, your vote was not respected and may not be in the future.

02

The Texas legal framework 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 our stockholders asking Tesla to move from Delaware.

We Believe in Your Rights and Your Vote Matters

Delaware took away those rights and voided the outcome of your vote. Let your voice be heard and make our business home our legal home.

[Learn More](#)

*As measured from March 2018 through year-end 2021.



We have put forward two especially important proposals for our Annual Meeting of Stockholders—and we need your vote.

Protect your rights as stockholders & protect the value of your investment by voting FOR the ratification of the 2018 CEO Performance Award & FOR Reincorporating Tesla in Texas.

Read more details here → votetesla.com



10:01 AM · May 20, 2024 · 34.3K Views



Tesla stockholders,
YOU have the ability to enhance the future of the company.

For the past 6 years, under Elon Musk's leadership,
you've seen the value of your investment increase ~ 1,100%*

*As measured from March 2018 through year-end 2023



The present and future value creation that Tesla is poised to deliver for all of you is at risk.

We need your vote.

Protect Tesla.





Transcript of Video:

The goal is to give people hope that there is a path to a fully sustainable global economy, that we are on that path, that we are accelerating that path and that, so long as we don't get complacent about it, it will happen.

This was really the beginning of the end of the Tesla bubble. I actually think the company could go bust.

Tesla's model Y is the world's bestselling car, beating out Toyota's Rav4 and its Corolla Models.

Regarding FSD version 12, it's profound. The rate of improvement is rapid. It might be the biggest asset value appreciation in history when you can do unsupervised full self-driving.

I mean, that just sounds like a story stock. Autonomous taxi? I mean, can you really balance your checkbook with, you know, sort of pie in the sky predictions like that?

If you ask the wrong question, the right answer is impossible.

My prediction is that a majority of Tesla's long-term value will be Optimus. And that prediction I'm very confident of.

It's very rare a product comes along that is seemingly impossible, that experts said would never be made, and this is one of those times. Finally, the future will look like the future.


People say like, "Why'd you make it bulletproof?" I'm like... why not?



Energy storage deployments, the Megapack in particular, reached an all-time high in Q1 leading to record profitability for the energy business.

This is the machine that builds the machine, and the factory is the product. And this building is the most advanced car factory that Earth has ever seen.

If you value Tesla as an auto company, it's just the wrong framework. If somebody doesn't believe Tesla is going to solve autonomy, I think they should not be an investor in the company. But we will. And we are.


On May 17, 2024, Elon Musk posted the following on X.




Elon Musk  
@elonmusk

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Sigh



Whole Mars Catalog  @WholeMarsBlog · 17h

"If Mr. Musk were somehow to increase the value of Tesla to \$650 billion — a figure many experts contend is laughably impossible and would make Tesla one of the five largest companies the United States, based on current valuations...

...

[Show more](#)

a.nytimes.com

DEALBOOK Tesla's Elon Musk May Have Biggest Pay Plan in Corporate History






But to put these numbers in perspective, Tesla is worth only about \$59 billion today.

If Mr. Musk were somehow to increase the value of Tesla to \$650 billion — a figure many experts would contend is laughably impossible and would make Tesla one of the five largest companies in the United States, based on current valuations — his stock award could be worth as much as \$55 billion (assuming the company does not issue any more shares over the next decade, which is unrealistic). Even reaching several of the milestones would bring him billions.

Mr. Musk's critics — and there are many — are likely to contend that the new compensation plan is just the company's latest publicity stunt. He has been called a modern-day P.T. Barnum who has created the illusion of success while consistently missing production estimates. The company continues to lose money; at one point last year, it was losing almost a half-million dollars an hour, according to Bloomberg News. Jim Chanos, a short-seller who has bet against Tesla's shares — and has thus far been on the losing side of that trade — has contended that Tesla is worthless.

But Mr. Musk's compensation plan is no illusion: He gets paid only if the company succeeds over the long term with significant gains in market cap. And it's impossible for him to manipulate the system by trying to prop up the stock price for a temporary period. Under the terms of the arrangement, even once his shares vest, he has to hold them an additional five years before he is allowed to sell them.

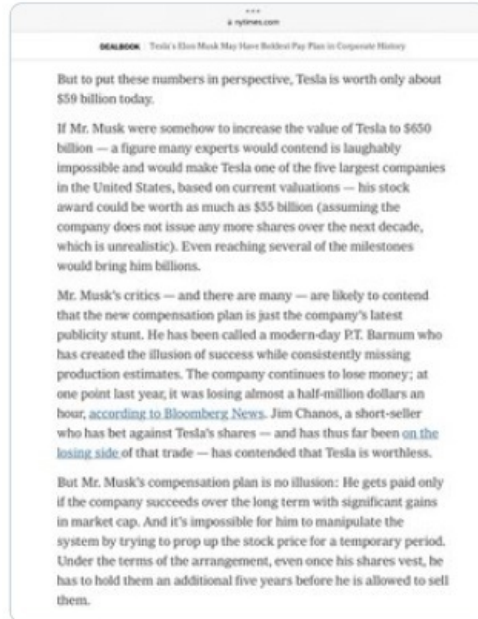
11:27 PM · May 17, 2024 · 4.3M Views

 1.3K  2.3K  17K  389 

"If Mr. Musk were somehow to increase the value of Tesla to \$650 billion — a figure many experts contend is laughably impossible and would make Tesla one of the five largest companies in the United States, based on current valuations...

Mr. Musk's critics — and there are many — are likely to contend that the new compensation plan is just the company's latest publicity stunt. He has been called a modern-day P.T. Barnum who has created the illusion of success while consistently missing production estimates. The company continues to lose money..."

— New York Times, 2018



Last edited 10:26 PM · May 17, 2024 · 4.5M Views



Gordus @medicgordus · 16h



3

22

356

11K



Elon Musk @elonmusk

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That is somehow actually their rationale

11:27 PM · May 17, 2024 · 14.2K Views

45

48

621

18



On May 18, 2024, Elon Musk posted the following on X.



Elon Musk  
@elonmusk

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Please reply in comments if you're having difficulty voting your Tesla shares



Sawyer Merritt  @SawyerMerritt · 18h

One thing that has become clear to me in recent weeks is that some brokerages and institutions holding shares, especially those outside the U.S., make it way too difficult for individual stockholders to vote their shares. In some cases, people can't even vote at all.


...

[Show more](#)

TESLA, INC. | 2024 Annual Meeting
To be held Thursday, June 13, 2024

Voted

Thank you for voting!

Your selections for TESLA, INC. Control  have been submitted successfully

1:01 AM · May 18, 2024 · 18.2M Views

 3.8K

 2.3K

 14K

 408





Sawyer Merritt ✓
@SawyerMerritt

Subscribe ...

One thing that has become clear to me in recent weeks is that some brokerages and institutions holding shares, especially those outside the U.S., make it way too difficult for individual stockholders to vote their shares. In some cases, people can't even vote at all.

I've been trying to help countless people through direct messages (others like @TeslaBoomerMama have too), but the number of obstacles some people face just to vote is crazy, and I can only help to an extent. Fortunately, voting is relatively easy with most U.S. brokerages.

Historically, retail shareholder participation in these annual shareholder meetings is quite low, but I get the sense that won't be the case this time. In all my years as a Tesla shareholder, I've never seen the retail base this involved.

For the record: On May 2nd, I voted FOR the reinstatement of @elonmusk's 2018 CEO performance award package.



8:59 PM · May 17, 2024 · 18.6M Views

491

378

2.2K

93





Elon Musk  
@elonmusk

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Please let us know if you have any difficulties voting your Tesla stock



Alexandra Merz  @TeslaBoomerMama · 5h



Let's help Tesla understand which brokers/banks do not support proxy voting.

Those who experience issues, please fill out this survey, I will collect all data ...

[Show more](#)



11:53 AM · May 18, 2024 · 4.2M Views

 2.1K


 1.8K

 11K

 217





Alexandra Merz 
@TeslaBoomerMama

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Let's help Tesla understand which brokers/banks do not support proxy voting.

Those who experience issues, please fill out this survey, I will collect all data and transfer it to Tesla in the coming days.

surveyMonkey.com/r/XJCXRPG

Participate and share widely, please. If you have issues with multiple brokers/banks, fill out multiple surveys, by clearing the cache or using different browsers.

Thank you

surveyMonkey.com/r/XJCXRPG



9:54 AM · May 18, 2024 · 4.4M Views



 219

 332

 1K

 88



On May 19, 2024, Elon Musk posted the following on X.

Pinned

 **Elon Musk**  
@elonmusk

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This is concerning. Tesla will reach out to these banks/brokers. Shareholders have the right to vote their shares!

 **Alexandra Merz**  @TeslaBoomerMama · 8h

Here the details of the first 1,500 surveys of Tesla shareholder who can currently not vote their proxies for the shareholder meeting in June. This represents more than 2,000,000 shares. The worst 15 brokers are listed, have a look. Survey still open until Monday, link below. [x.com/TeslaBoomerMama...](https://x.com/TeslaBoomerMama)
[Show more](#)

2:11 AM · May 19, 2024 · 10.6M Views

 1.6K  2.2K  14K  416 

 **Alexandra Merz**  @TeslaBoomerMama

Subscribe ...

Here the details of the first 1,500 surveys of Tesla shareholder who can currently not vote their proxies for the shareholder meeting in June. This represents more than 2,000,000 shares. The worst 15 brokers are listed, have a look. Survey still open until Monday, link below.
[@elonmusk](#) [@robyndenholm](#)

 **Alexandra Merz**  @TeslaBoomerMama · 9h



The first 1,500 surveys are in

We asked this morning, 12 hours ago, that Tesla shareholders who had problems casting their proxy votes for the June 2024 shareholder meeting fill out a short survey, and the first 1,500 results are...

11:53 PM · May 18, 2024 · 10.9M Views

 188  373  1.5K  130 

On May 20, 2024, Elon Musk posted the following on X.

 **Elon Musk**  
@elonmusk Subscribe 

Thanks [@AvanzaBank!](#)

 **Sawyer Merritt**  @SawyerMerritt · 18m

Wow, I was just informed that ~84,000 Tesla shareholders at Avanza Bank in Sweden can now vote in @Tesla's shareholder meeting after the bank made an exception.

Avanza: "We have received many requests to be able to vote. Normally, we d... [Show more](#)

 **Keep it up** Important
Today 16:16

Hello,

You are receiving this notice because you owned Tesla on an ISK, AF or IPS on the record date of 15th April 2024.

Tesla is one of the most owned US stocks among our clients and we have received many requests to be able to vote at Tesla's general meeting.

Normally, we do not offer the opportunity to vote at general meetings outside the EU, but we have made an exception in this case.

During the voting process, you will see a temporary security in your custody that corresponds to your voting position in Tesla. The security will be in your depository until the voting procedure is completed.

11:01 AM · May 20, 2024 · 119.2K Views



Sawyer Merritt
@SawyerMerritt

Subscribe

Wow, I was just informed that ~84,000 Tesla shareholders at Avanza Bank in Sweden can now vote in @Tesla's shareholder meeting after the bank made an exception.

Avanza: "We have received many requests to be able to vote; Normally, we do not offer the opportunity to vote at general meetings outside the EU, but we have made an exception in this case."

This is what a community effort looks like!



Weight

Voluntary voting procedure in Tesla's general meeting.



Keep it up

Important

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You can vote in line with or against the Tesla board's recommendations (board vote recommendation) as a whole. You do not have the opportunity to vote on individual issues.

For more information regarding the "Board

Vote recommendation, see the link in the offer

10:46 AM - May 20, 2024 - 108.6K Views

 **Rasmus Järborg**  @RJarborg · 1h ...

You can now vote your [\\$TLSA](#) shares at [@Nordnet](#) if they are held within a brokerage acc't (AF) or equity savings acc't (ISK/ASK). You can either vote to agree or disagree with all mgmt recommendations.

Links for     customers in  below.

 33  63  382  79K  



 **Elon Musk**   @elonmusk [Subscribe](#) ...

Thank you!

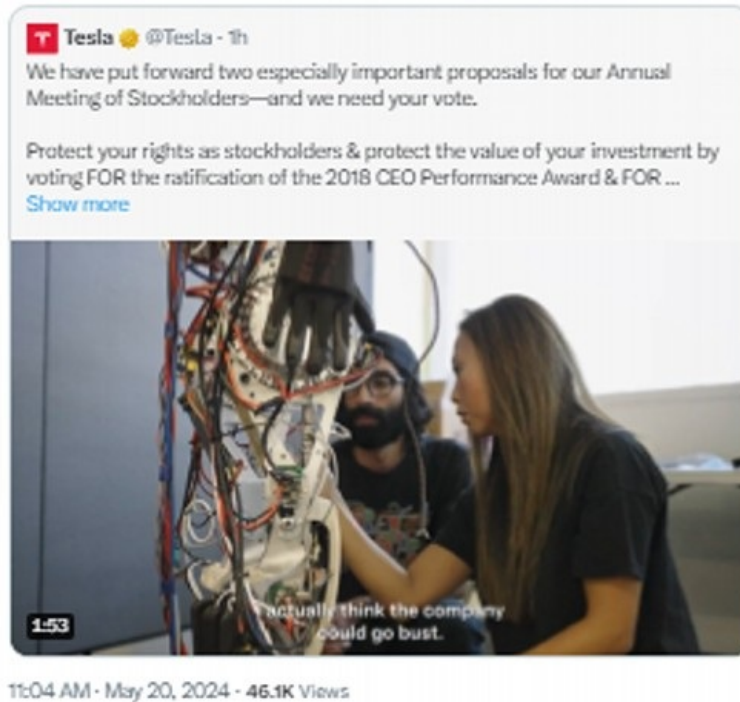
11:38 AM · May 20, 2024 · 10K Views

 34  34  361  8 

On May 20, 2024, Elon Musk reposted the Video on X.

Pinned
Elon Musk  @elonmusk  ...

The Tesla team put this together of their own volition (I did not ask for it).
Thanks!



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 www.sec.gov. In addition, stockholders are able to obtain free copies of these documents from Tesla by contacting Tesla’s Investor Relations by e-mail at ir@tesla.com, or by going to Tesla’s Investor Relations page on its website at ir.tesla.com.

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

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.

