
**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)

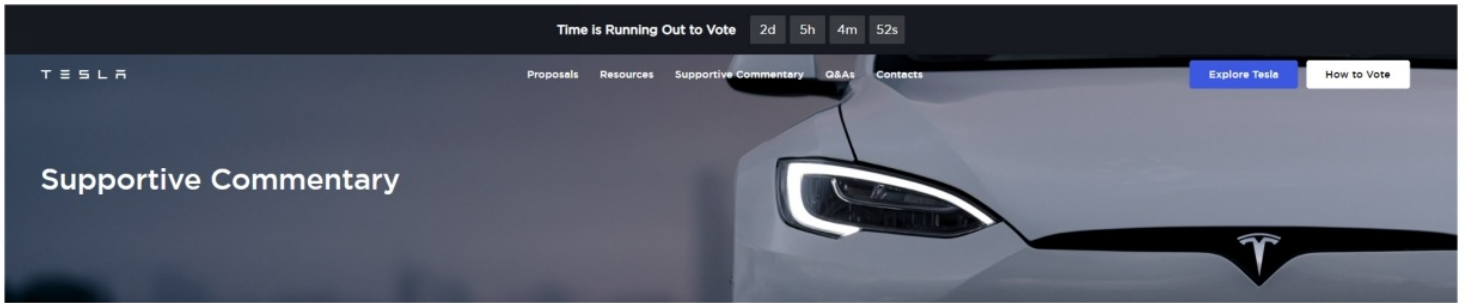
Payment of Filing Fee (Check all boxes that apply):

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 June 10, 2024, Tesla, Inc. ("Tesla") updated its website, www.VoteTesla.com. A copy of the updated materials, other than those previously filed, is included below.



“

Elon Musk [...] shows what America produces. Elon [...] is taking on General Motors and Ford and Toyota – all these people who've got all this stuff. And he's got an idea. And he's winning. That's America. [...] You can't dream it up. [...] It's astounding.” (Charlie Rose Conversations, April 14, 2022)

Warren Buffett | Chairman and CEO of Berkshire Hathaway

“

It is a strange world in which lawyers who sue companies propose to be paid like superstars, while executives who build them can't. The Delaware Chancery Court apparently views lawyers as entrepreneurs and CEOs as mere bureaucrats. Perhaps this is why Tesla's board recommended shareholders vote to move the company to Texas, where respect for individualism is baked into the culture.” (Wall Street Journal; Opinion, May 13, 2024)

Jonathan Macey and M. Todd Henderson | Yale Law School Professor and University of Chicago Law School Professor

“

This is a man who's created more money than almost anybody else, created great wealth, and has a pay package that [...] could have left him nothing. [...] I find that this is actually appalling that this man has to even be subjected to this, but you know what, it's America and judges are powerful.” (CNBC; Squawk on the Street, May 15, 2024)

Jim Cramer | Host of CNBC's 'Mad Money' and 'Squawk on the Street'

“

It soon became pretty clear that Elon was directly behind that culture of pragmatic innovation, percolating through all aspects of the company. [...] [T]hrough all these chapters, news headlines and other difficult company-wide moments, and while landing rockets on drone ships in the ocean, Elon was still sitting with us in a room every week, often more, with the only objective of building things that will change humanity for the better. [...] Whether at Tesla or not, I'd say the same: without Elon, none of any of these amazing things would have ever happened. I can only imagine what a lesser future we'd be living without his involvement and dedication.” (X Post, June 9, 2024)

Milan Kovac | Head of Engineering at Tesla

“

[W]hen [the 2018 CEO Performance Award] came out, [...] the bearishness around the targets was, was immense. People never thought they could hit these different targets. The different [...] EBITDA goals, [...] the different [...] goals [...] around the number of vehicles produced. [...] [E]ven I was surprised, [despite] being very bullish back then, on how fast they hit these targets. I think you should be compensated that way.” (Bloomberg Surveillance, April 17, 2024)

Ben Kallo | Baird Senior Research Analyst

“

The truth is I thought the comp plan was the most “skin in the game” in history. I still do. I have criticized CEO comp a lot — but not this package. Without the incentives, [Elon] could have easily stepped down as CEO and then where would have Tesla been? Admittedly, I was skeptical he’d hit the most ambitious targets of the package. But he did — having put his entire comp at risk. Isn’t that what we want when we say “pay for performance?” (X post, January 31, 2024)

Andrew Ross Sorkin | Co-Anchor of CNBC’s “Squawk Box” and NYT Columnist

“

[...] [P]lainly, Elon is critical for Tesla’s success in AI. It is his combination of deep technical understanding, insane perseverance and relentless hard work that have positioned Tesla to be a leader in real-world AI. Elon’s technical intuition to make these important decisions way before others see it is unmatched. If not for Elon’s ambition, Tesla might have dwindled to become just another car company. In the future, fully autonomous cars and useful household robots will be common place and the world will think that this was how it was always supposed to be. Until then, we need Elon Musk to push the frontier, because he sees it already.” (X Post, June 8, 2024)

Ashok Elluswamy | Director of Autopilot Software at Tesla

“

After reviewing the tenets of the proposal, we believe that approval of the Company’s redomestication to Texas is in the best interests of the Company and its shareholders. With Texas being the focal point of Tesla’s identity and the similarity of the Texas and Delaware corporate laws, the redomestication will align its business culture, strategy and mission. Most importantly, with the ruling of the Delaware Court regarding the shareholder approved 2018 CEO Performance Award, we believe that the redomestication will provide the appropriate jurisdiction when it comes to litigation forum as it is set to transition to a specialized business court system.” (Egan-Jones, May 28, 2024)

Egan-Jones

“

We believe the 2018 plan demonstrated strong alignment with the interests of long-term investors, and it was followed by an impressive, validating period of value creation.” (Wall Street Journal, April 17, 2024)

T. Rowe Price Group Inc.

“

The only way Tesla's alive is because of this guy. [...] [T]here was a contract that was arranged, arrived at, and agreed to, and how do you go back on a contract? That doesn't seem fair. And the only reason this company is surviving is because the guy slept on the floor under his desk.” (CNBC; Squawk Box, April 25, 2024)

Ron Baron | Founder of Baron Capital

“

As a shareholder I don't think we should be paying outrageous legal fees [to plaintiff's lawyers who bring legal action against the company], but we should be happy to meet a commitment we signed up for after remarkable corporate performance leading to huge creation of value for shareholders.” (Financial Times, May 23, 2024)

Tom Slater | Scottish Mortgage Investment Trust Manager

“

When [Elon] entered into the pay deal six years ago, many industry analysts doubted the milestone goals the board set for him were achievable. They were. Tesla was then worth a bit more than General Motors. Today its value exceeds that of the Big Three, Honda and Toyota combined.” (Wall Street Journal; Opinion, May 13, 2024)

Jonathan Macey and M. Todd Henderson

Yale Law School Professor and University of Chicago Law School Professor

“

Tesla is far ahead in self-driving cars, [...] but every single car, someday will have to have autonomous capability. [...] It's safer, it's more convenient, [...] It's more fun to drive.” (Yahoo! Finance, May 23, 2024)

Jensen Huang | Nvidia Founder and CEO

“

Tesla is a faith-based stock...It is really about investors' faith in Elon Musk's ability to deliver visionary ideas. And for most of this company's history, that faith has been richly rewarded.” (Bloomberg News, May 3, 2024)

Steve Sosnick | Chief Strategist at Interactive Brokers

“

It's very rare where you have a judge effectively overruling a shareholder vote. I actually can't remember a situation like this, and this is one of the reasons why I think there were so many people, frankly, who were outraged by the [Delaware] judge's decision.” (CNBC; Squawk Box, April 17, 2024)

Andrew Ross Sorkin | Co-Ancor of CNBC's "Squawk Box" and NYT Columnist



Elon Musk is deeply respected by everyone who works in his company, by anyone who owns a Tesla; people who own Teslas love their Tesla. [...] [A]nyone who knows and cares about space exploration, knows and cares about Elon Musk. [...] Go Elon Musk." (CNBC Make It, November 20, 2018)

Neil deGrasse Tyson | Astrophysicist



Log into your brokerage account, use the keywords 'proxy events' in the search bar and navigate to proxy events. You may also contact your brokerage directly.

Alternatively, search for a 16-digit control number in your postal mail. Visit www.proxyvote.com and submit your 16-digit control number to vote.

You may also try voting by [mail](#), [phone](#) or [QR code](#).

On June 10, 2024, Kimbal Musk posted the following on X.

 Kimbal Musk 🐼 reposted



Gavin Baker ✓
@GavinSBaker



My firm, [@atridesmgmt](#), will be voting in favor of reincorporating Tesla in Texas and reinstating Elon Musk's performance-based compensation agreement for two reasons:

First, I believe Tesla stock will go up if the compensation agreement is reinstated and down if it is not.

A Morgan Stanley survey of 109 institutional investors published on May 31, 2024 supports this belief. Over two-thirds of these investors expect Tesla's stock to rise if the compensation agreement is reinstated; four-fifths believe the stock will fall if it is not. A majority of these investors believe the stock will fall a substantial amount if the compensation agreement is not reinstated. Per this survey, the expected value to shareholders of the compensation package is roughly \$50 billion of incremental positive value, net of dilution. Five other sell-side research analysts have published notes in June where they predict the stock reaction to the outcome of the shareholder vote. All five of these analysts expect the stock to decline if the compensation agreement is not reinstated and four of the five expect it go up if the agreement is reinstated. The survey and research notes make it crystal clear that reinstating the compensation agreement is likely to be positive for shareholder value creation from the perspective of these institutional investors and analysts. As a shareholder of Tesla, I want the stock to go up so my firm will be voting for the compensation package to be reinstated. Plain and simple.

Second, and more importantly, approving this pay package is the right thing to do.

On June 11, 2024, Tesla posted the following on X.



Only 2 days left to protect & help grow the value of your investment in [\\$TSLA](#) by voting FOR ratification of the 2018 CEO Performance Award & FOR redomesticating Tesla in Texas



Tesla - Protecting Your Investment and Tesla's Future

From votetesla.com

10:04 AM · Jun 11, 2024 · **3,200** Views



Rundown of what we have achieved since 2018 – under [@elonmusk's](#) leadership

–

2018

- Hit 5k Model 3/week
- Model 3 becomes best-selling EV in the US
- Giga Nevada reached annual battery production rate of 20 GWh
- Launched Navigate on Autopilot
- Model 3 becomes the best-selling EV globally

2019

- First deliveries of Model 3 to Europe & China
- Unveiled Model Y
- Unveiled Cybertruck
- Gigafactory Shanghai begins production – just 11 months after breaking ground
- Delivered >367k vehicles globally
- Energy storage surpasses 3.2 GWh deployed globally cumulatively, with 1.65 GWh deployed that year
- Solar Roof V3 launched
- 4k+ new Supercharger stalls installed

2020

- 4680 cell announced at Battery Day
- Tesla becomes most valuable carmaker (>\$400 billion market cap)
- Achieved full-year profitability for the first time in company history
- Almost 500k vehicles delivered globally
- 3.02 GWh of energy storage deployed
- Model Y production begins at Fremont
- Giga Shanghai reaches 250k annual production rate
- Launched FSD Beta
- Supercharger network expands to over 23k stalls
- Model 3 becomes world's best-selling premium sedan in Q4

2021

- Delivered >930k vehicles globally
- Energy storage deployments reached 3.99 GWh
- Achieved record annual revenue of \$53.8 billion & record annual profit of \$5.5 billion
- Unveiled Optimus
- Launched new Model S & X
- 1 millionth Model 3 produced
- Started opening global Supercharger network to all EVs
- 30k+ Supercharger stalls operational worldwide



2022

- Started Model Y deliveries at Giga Berlin & Giga Texas
- Record >1.3 million vehicles delivered that year
- Produced 1 millionth 4680 cell
- First production Semi trucks delivered to PepsiCo.
- Enabled anyone in the US & Canada who has purchased FSD to request FSD Beta
- Model S Plaid sets production car lap record at Nürburgring
- Over 16 GWh of energy storage deployed cumulatively
- Over 40k Supercharger stalls worldwide
- Tesla Insurance expands to multiple US states

2023

- Model Y becomes world's bestselling car
- 1 million Tesla vehicles on the road in Europe
- 20 millionth 4680 cell produced
- 5k/builds production rate hit at Giga Berlin & Giga Texas
- Giga Shanghai reaches production capacity
- 12k+ new Supercharger stalls opened
- Tesla charging connector adopted as NACS
- Powerwall installations started in 4 new countries & 500k installations completed globally
- Launched Powerwall 3
- Upgraded Model 3 launched in Europe & Asia
- First deliveries of [@Cybertruck](#)
- Energy storage deployments surpass 31 GWh cumulative
- Optimus Gen 2 unveiled
- 50k+ Supercharger stalls operational globally
- Launched V4 Supercharger posts

2024

- FSD Supervised using end-to-end neural networks rolls out to customers who have purchased or are subscribed to FSD in the US & Canada
- Upgraded Model 3 deliveries start in North America
- Hit 600k Powerwalls installed globally
- Model Y achieves highest possible safety rating by IIHS
- Produced our 6 millionth vehicle
- Hit >1 billion miles driven on FSD
- Cybertruck production hits 1k/week builds
- 4680 ramp continues successfully
- Developed 3 major design revisions of Optimus & 4 revisions of the hand in the last two years, with Optimus autonomously navigating daily in our office & labs
- Deployed two Optimus bots performing tasks in the factory autonomously

(and it's only June...)

(and it's Only June...) /

To be continued!

Last edited 12:33 PM · Jun 11, 2024 · **445.7K** Views

On June 11, 2024, Elon Musk posted the following on X.



Elon Musk  
@elonmusk

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Please take a moment to vote



Tesla  @Tesla · 32m

Only 2 days left to protect & help grow the value of your investment in \$TSLA by voting FOR ratification of the 2018 CEO Performance Award & FOR redomesticating Tesla in Texas

→ votetesla.com

10:34 AM · Jun 11, 2024 · **158.3K** Views



Sawyer Merritt  @SawyerMerritt · 3h

...

NEWS: JP Morgan said they spoke to Travis Axelrod, Tesla's new head of Investor Relations. JP shared this in their new [\\$TSLA](#) note:

JP Morgan: "The head of IR said there is some misunderstanding regarding Mr. Musk's desire for control of 25% of Tesla's voting shares, suggesting...

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 88


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 1.8K

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Elon Musk   

@elonmusk

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Exactly

11:08 AM · Jun 11, 2024 · **56.4K** Views



Sawyer Merritt 

@SawyerMerritt

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...

NEWS: JP Morgan said they spoke to Travis Axelrod, Tesla's new head of Investor Relations. JP shared this in their new [\\$TSLA](#) note:

JP Morgan: "The head of IR said there is some misunderstanding regarding Mr. Musk's desire for control of 25% of Tesla's voting shares, suggesting this desire is motivated primarily by the wish to protect humanity from the potentially negative implications of imprudent or improper use of AI technology."

Travis: "Mr. Musk is focused on having a strong enough voice at the company (via control of a sufficient number of voting shares) such that he could ensure a proper governance structure around the use of AI, given the not unreasonable assumption that AI could surpass human-level intelligence in the next several years."

10:47 AM · Jun 11, 2024 · **235.5K** Views



Alexandra Merz ✓
@TeslaBoomerMama

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good reporting by Reuters

Swedish banking platforms and retail brokerages Avanza and Nordnet both said they had decided to let investors vote after customers requested to do so.

The two brokers, who **together count nearly 150,000 Tesla shareholders** among their clients, do not normally provide the option to retail customers to vote at non-European AGMs.

[#VotedTesla24](#)

reuters.com/business/autos...

9:34 AM · Jun 11, 2024 · **35.7K** Views



83



133



981



11



Reply



Elon Musk ✓ ✕ 👤 @elonmusk · 9m



That's cool



42



12



212



5.2K



Some Nordic retail brokers allow clients to vote at Tesla AGM

June 11, 2024 at 08:33 am EDT

[Share](#)



COPENHAGEN, June 11 (Reuters) - Some Nordic retail brokerages are allowing clients to vote at Tesla's annual general meeting (AGM) this week, departing from their regular practice, after significant interest from investors and online comments from CEO Elon Musk.

The June 13 AGM is shaping up as a referendum on Musk's leadership, after a judge invalidated the CEO's \$56 billion pay package in January, calling it an unfathomable sum.

As major shareholders appear divided over whether to endorse the package, Tesla is seeking support from retail investors who, excluding Musk and his brother, make up 48% of the ownership, an unusually high percentage, according to Bernstein.

Musk will need overwhelming support from retail investors since many institutional counterparts have opted to vote against his pay, a Bernstein note showed.

Musk in May said on social media platform X he would contact banks and brokers that did not allow investors to cast ballots, saying shareholders had the right to vote.

Swedish banking platforms and retail brokerages Avanza and Nordnet both said they had decided to let investors vote after customers requested to do so.

The two brokers, who together count nearly 150,000 Tesla shareholders among their clients, do not normally provide the option to retail customers to vote at non-European AGMs.

"Elon Musk has made it clear that it is important for him that the shareholders of Tesla make their voice heard on this year's AGM," said a Nordnet spokesperson.

"I think it is fair to say that his position has had an indirect effect on us."

Avanza said its decision was based on requests from its customers and the fact that Tesla was one of the most owned stocks on its platform.

Sweden's Swedbank as a part of its regular services registers clients' votes or helps facilitate their digital attendance at AGMs of non-European companies for a fee of 1,000 crowns (\$95.23), a spokesperson said.

Nordic banks DNB, Nordea, Danske Bank and SEB did not immediately respond to requests for comment.

(\$1 = 10.5011 Swedish crowns) (Reporting by Louise Breusch Rasmussen in

Copenhagen, editing by Terje Solsvik, Kirsten Donovan)



On June 11, Kimbal Musk posted the following on X.

↳ Kimbal Musk 🤖 reposted



Tesla 🏆
@Tesla



Only 2 days left to protect & help grow the value of your investment in [\\$TSLA](#) by voting FOR ratification of the 2018 CEO Performance Award & FOR redomesticating Tesla in Texas



From votetesla.com

10:04 AM · Jun 11, 2024 · **12.6M** Views

↳ Kimbal Musk 🏆 reposted



Tesla ✓
@Tesla



A deal is a deal.

@elonmusk transformed Tesla from a loss-making company to a company that's changing the world.

And he created tremendous value – over \$735 billion – for [\\$TSLA](#) stockholders along the way.

Elon upheld his end of the bargain; it is time to uphold ours.

Watch Board Chair Robyn Denholm discuss below why it's important to vote FOR proposals 3 and 4 & make your voice heard – vote by June 13

→ votetesla.com



Squawk Box ✓ @SquawkCNBC · Jun 6

“The ratification of the pay package is really about fairness – fairness to our CEO,” says [\\$TSLA](#) chairman Robyn Denholm of the pay package for @elonmusk. “If you look at what’s happened at the company over the last six years – tremendous value creation, and he’s led that.”



10:14 AM · Jun 10, 2024 · 1.8M Views

Additional Information and Where to Find It

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.
