| SEC Form 4 | |
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| FORM | 4 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

| OMB APPROVAL | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | |
| Estimated average burden | | | | | | | | |

Estimated average burden hours per response: 0.5

| X | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |
|---|--|
|---|--|

| 1. Name and Address of Reporting Person st | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
|---|------------------|-------|--|--|----------------------------------|--------------------------|--|--|--|
| <u>Taneja Vaibhav</u> | | | Tesla, Inc. [TSLA] | (Check all applicable) | | | | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) | | Director | 10% Owner | | | |
| (Last) | (First) (Middle) | | 03/03/2025 | Х | Officer (give title below) | Other (specify below) | | | |
| C/O TESLA, INC | D . | | | | Chief | | | | |
| 1 TESLA ROAD | | | | | Financial | | | | |
| | | | | | Officer | | | | |
| (Street) | | | | | | | | | |
| AUSTIN | TX | 78725 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | idual or Joint/Group Filing (Che | | | | |
| | | | | X | Form filed by One Reporting | - | | | |
| (City) | (State) | (Zip) | | | Form filed by More than On | e 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 Of (D) (Instr. | | (A) or Disposed 5) | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (11501.4) |
| Common Stock | 03/03/2025 | | M ⁽¹⁾ | | 6,000 | A | \$18.22 | 29,083.75(2)(3) | D | |
| Common Stock | 03/03/2025 | | S ⁽¹⁾ | | 100(4) | D | \$279.53 | 28,983.75 | D | |
| Common Stock | 03/03/2025 | | S ⁽¹⁾ | | 200(4) | D | \$281.185(5) | 28,783.75 | D | |
| Common Stock | 03/03/2025 | | S ⁽¹⁾ | | 100(4) | D | \$282.39 | 28,683.75 | D | |
| Common Stock | 03/03/2025 | | S ⁽¹⁾ | | 397(4) | D | \$285.139(6) | 28,286.75 | D | |
| Common Stock | 03/03/2025 | | S ⁽¹⁾ | | 200(4) | D | \$287.74(7) | 28,086.75 | D | |
| Common Stock | 03/03/2025 | | S ⁽¹⁾ | | 300(4) | D | \$288.713(8) | 27,786.75 | D | |
| Common Stock | 03/03/2025 | | S ⁽¹⁾ | | 100(4) | D | \$290.06 | 27,686.75 | D | |
| Common Stock | 03/03/2025 | | S ⁽¹⁾ | | 100(4) | D | \$293.73 | 27,586.75 | D | |
| Common Stock | 03/03/2025 | | S ⁽¹⁾ | | 400(4) | D | \$295.52 ⁽⁹⁾ | 27,186.75 | D | |
| Common Stock | 03/03/2025 | | S ⁽¹⁾ | | 403(4) | D | \$297.087(10) | 26,783.75 | D | |
| Common Stock | 03/03/2025 | | S ⁽¹⁾ | | 600(4) | D | \$298.105(11) | 26,183.75 | D | |
| Common Stock | 03/03/2025 | | S ⁽¹⁾ | | 2,500(4) | D | \$300.166(12) | 23,683.75 | D | |
| Common Stock | 03/03/2025 | | S ⁽¹⁾ | | 300(4) | D | \$300.707(13) | 23,383.75 | D | |
| Common Stock | 03/03/2025 | | S ⁽¹⁾ | | 300(4) | D | \$301.727(14) | 23,083.75 | D | |
| Common Stock | | | | | | | | 86,000 | I | by grantor retained annuity trust ⁽¹⁵⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | (0.3.) Parts, carrier, opnions, correctioned, | | | | | | | | | | | | | |
|-------------|---|------------------|------------------|--------------|-------------|-------------------------|---------------------|-------------|----------------|-------------|-------------|--|--|--|
| 1. Title of | 2. | 3. Transaction | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount | 8. Price of | 9. Number of | 10. | 11. Nature | | | |
| Derivative | Conversion | Date | Execution Date, | Transaction | of | Expiration Date | of Securities | Derivative | derivative | Ownership | of Indirect | | | |
| Security | or Exercise | (Month/Day/Year) | if any | Code (Instr. | Derivative | (Month/Day/Year) | Underlying | Security | Securities | Form: | Beneficial | | | |
| (Instr. 3) | Price of | | (Month/Day/Year) | 8) | Securities | | Derivative Security | (Instr. 5) | Beneficially | Direct (D) | Ownership | | | |
| | Derivative | | | | Acquired | | (Instr. 3 and 4) | | Owned | or Indirect | (Instr. 4) | | | |
| | Security | | | | (A) or | | | | Following | (I) (Instr. | | | | |
| | | | | | Disposed of | | | | Reported | 4) | | | | |
| | | | | | (D) (Instr. | | | | Transaction(s) | | | | | |
| | | | | | 3, 4 and 5) | | | | (Instr. 4) | | | | | |
| | | | | | | | | 1 | | | | | | |
| 1 | | 1 | 1 | | 1 1 | I I | 1 1 | 1 | 1 | 1 | | | | |

| | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
|---|---------|------------|------------------|---|-----|-------|---------------------|--------------------|-----------------|--|---------|---------|---|--|
| Non- Qualified Stock Option (right to buy) | \$18.22 | 03/03/2025 | M ⁽¹⁾ | | | 6,000 | (16) | 04/19/2029 | Common Stock | 6,000 | \$0.000 | 741,920 | D | |

Explanation of Responses:

1. The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 1, 2024.

2. The amount of securities beneficially owned includes 119 shares acquired on February 28, 2025, under the Tesla, Inc. Employee Stock Purchase Plan.

3. Reflects transfers made between the reporting person and grantor retained annuity trusts. Such transfers were exempt from reporting pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended.

4. Out of the total of 6,000 shares sold on March 3, 2025, approximately 2,769 shares were sold to cover the exercise price, and to satisfy the reporting person's tax withholding obligations related to the exercise of stock options to purchase 6,000 shares as reported herein.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$280.920 to \$281.450, 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 \$284.720 to \$285.660, 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 \$287.430 to \$288.050, 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.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$288.550 to \$288.900, 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 \$295.290 to \$295.910, 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.

10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$296.690 to \$297.440, 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.

11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$297.740 to \$298.650, 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 \$299.310 to \$300.250, 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 \$300.470 to \$300.900, 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 \$301.590 to \$301.890, 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. Such shares of common stock are held in a grantor retained annuity trust.

16. 1/8th of the shares subject to the option became vested and exercisable on September 13, 2019, and an additional 1/48th of the shares subject to the option vested each month thereafter, so that all such shares subject to this option became fully vested on March 13, 2023.

By: Aaron Beckman, Power of Attorney For: Vaibhav Taneja ** 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.