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

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

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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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer		
DENHOLM ROBYN M			Tesla, Inc. [TSLA]			(Check all applicable)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			X Director 10% Owner		
C/O TESLA, INC.			05/01/2025			Officer (give title below) Other (specify below)		
1 TESLA ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						X Form filed by One Reporting Person		
AUSTIN TX 78725						Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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 Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$24.73	05/01/2025		D ⁽¹⁾			75,655	⁽²⁾	06/18/2025	Common Stock	75,655	⁽¹⁾	112,395	D	
Non-Qualified Stock Option (right to buy)	\$16.1	05/01/2025		D ⁽¹⁾			270,000	⁽³⁾	04/29/2026	Common Stock	270,000	⁽¹⁾	0	D	
Non-Qualified Stock Option (right to buy)	\$15.91	05/01/2025		D ⁽¹⁾			120,000	⁽⁴⁾	07/11/2026	Common Stock	120,000	⁽¹⁾	0	D	
Non-Qualified Stock Option (right to buy)	\$125.81	05/01/2025		D ⁽¹⁾			55,613	⁽⁵⁾	08/18/2027	Common Stock	55,613	⁽¹⁾	49,387	D	

Explanation of Responses:

1. The transactions reflected on this Form 4 represent dispositions to the issuer exempt from Section 16(b) pursuant to Rule 16b-3(e) and implemented by the issuer on May 1, 2025 with respect to

the cancellation of the reporting person's relevant stock options pursuant to a Stipulation and Agreement of Compromise and Settlement approved by the Delaware Court of Chancery on January 8, 2025.

2. This stock option is an equity award, which is scheduled to expire in June 2025, granted pursuant to Tesla, Inc.'s 2010 Amended and Restated Equity Incentive Plan and Outside Director Compensation Policy. 1/36th of the shares granted became vested and exercisable as of each monthly anniversary following June 18, 2018, such that all options subject to the award became fully vested and exercisable by June 18, 2021.

3. This stock option is an equity award, which is scheduled to expire in April 2026, granted pursuant to Tesla, Inc.'s 2010 Amended and Restated Equity Incentive Plan and Outside Director Compensation Policy. 1/36th of the shares granted became vested and exercisable as of each monthly anniversary following April 29, 2019, such that all options subject to the award became fully vested and exercisable by April 29, 2022.

4. This stock option is an equity award, which is scheduled to expire in July 2026, granted pursuant to the previously-disclosed compensation arrangement for the reporting person's service as Chair of Tesla, Inc.'s Board of Directors. 1/12th of the shares granted became vested and exercisable as of each monthly anniversary following July 11, 2019, such that all options subject to the award became fully vested and exercisable by July 11, 2020.

5. This stock option is an equity award, which is scheduled to expire in August 2027, granted pursuant to Tesla, Inc.'s 2019 Amended and Restated Equity Incentive Plan Tesla, Inc.'s Outside Director Compensation Policy. 1/12th of the shares granted became vested and exercisable as of each monthly anniversary following August 18, 2020, such that all options subject to the award became fully vested and exercisable by August 18, 2021.

[By: Aaron Beckman, Power of Attorney For: Robyn Denholm](#) [05/01/2025](#)

** 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.