
**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
(Amendment No.)**

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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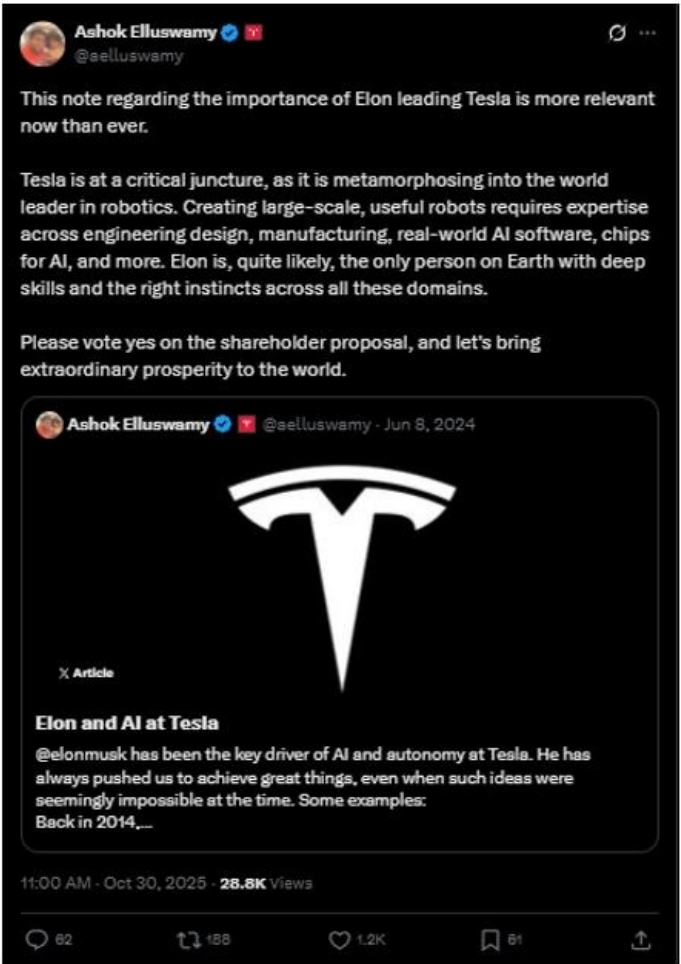
On October 30, 2025, Tesla, Inc. (“[Tesla](#)”), Elon Musk, Tom Zhu, Ashok Elluswamy and Tesla Optimus posted on X, copies of which are attached hereto as [Exhibit 1](#). Also on October 30 2025, Tesla updated its website, [www.VoteTesla.com](#). A copy of the updated material is attached hereto as [Exhibit 2](#).

Additional Information and Where to Find It

Tesla has filed with the U.S. Securities and Exchange Commission (the “[SEC](#)”) a definitive proxy statement on Schedule 14A (the “[Definitive Proxy Statement](#)”) and a proxy card with respect to its solicitation of proxies for Tesla’s 2025 Annual Meeting of Shareholders (the “[2025 Annual Meeting](#)”). The Definitive Proxy Statement contains important information about the matters to be voted on at the 2025 Annual Meeting. **SHAREHOLDERS 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 2025 ANNUAL MEETING.** Shareholders 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, shareholders 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](#).

Participant Information

Tesla, its directors (Elon Musk, Robyn Denholm, Ira Ehrenpreis, Joe Gebbia, Jack Hartung, James Murdoch, Kimbal Musk, JB Straubel and Kathleen Wilson-Thompson), and certain of its executive officers (Vaibhav Taneja and Tom Zhu) are deemed to be “participants” (as defined in Section 14(a) of the Securities Exchange Act of 1934, as amended) in the solicitation of proxies from Tesla’s shareholders in connection with the matters to be considered at the 2025 Annual Meeting. Information about the compensation of our named executive officers and our non-employee directors is set forth in the sections titled “Executive Compensation for Fiscal Year 2024” and “Compensation of Directors” in the Definitive Proxy Statement commencing on pages 130 and 152, respectively, and is available [here](#). Information regarding the participants’ holdings of Tesla’s securities can be found in the section titled “Ownership of Securities” in the Definitive Proxy Statement commencing on page 160 and is available [here](#).





Ashok Elluswamy   @aelluswamy · 2h



This note regarding the importance of Elon leading Tesla is more relevant now than ever.

Tesla is at a critical juncture, as it is metamorphosing into the world leader in robotics. Creating large-scale, useful robots requires expertise across engineering design, manufacturing,

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Ashok Elluswamy   @aelluswamy · Jun 8, 2024



Article

Elon and AI at Tesla

@elonmusk has been the key driver of AI and autonomy at Tesla. He has always pushed us to achieve great things, even when such ideas were seemingly impossible at the time. Some examples:
Back in 2014,...

145

517

3.6K

130K



Elon Musk  

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Thanks, Ashok 

12:13 PM · Oct 30, 2025 · 44.3K Views

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Tesla reposted



Gavin Baker ✓
@GavinSBaker



My firm, [@atreidesmgmt](#), will be voting in favor of Elon Musk's performance-based compensation package.

And I would prefer that "every" company I invest in have a comparable plan.

I believe shareholders should generally support thoughtfully structured performance-based CEO compensation packages because they incentivize CEOs to create transformational growth and value. The basic logic of these plans is the CEO gets 10% of the incremental value creation if they 10x the stock with a 2x hurdle. So shareholders get a 900% stock increase and the CEO gets an incremental 10%.

The first Tesla plan incented Elon to >10x the value of Tesla. He achieved all of the milestones and may never be paid for this. The Axon plan incented Rick Smith to >5x the value of Axon and he did. And when milestones aren't met (such as Farfetch), then the CEOs don't receive the payouts. The new Tesla plan is arguably better than the first as it also includes financial and technological milestones in addition to market cap-based incentives.

Tesla was founded to fight climate change and decarbonize the world. They have succeeded: because of Tesla the world is now on a glide path to significantly lower per capita emissions as EVs of all types replace combustion engines. The world is going to run on sunlight. And while Optimus has the potential to be a great product that will bring about sustainable abundance, Elon absolutely wants to make sure that it is also a safe product. We have all seen "Terminator" and ensuring the safety of Optimus is why he needs a greater voting stake in Tesla.

Elon's involvement is integral to maintaining Tesla's current course and trajectory. Without proper alignment and incentivization, I think it is possible that he will focus more on his other goals: (i) helping humanity become a multiplanetary civilization, (ii) creating a BCI to improve the lives of paralyzed and soon blind humans that also paves the way for humans to continue to add value to the world post ASI, (iii) helping to create a multipolar AI world that is safer for humans, and (iv) ensuring that at least one of these AIs is dedicated to the truth. All of these are worthy goals, but so is sustainable abundance here on earth and so is having at least one public company that benefits from his efforts and is accessible to all Americans.

If this vote fails, Robyn Denholm, the chair of Tesla's board, noted that Elon might leave. Elon is mission critical for Optimus and if he leaves, it seems possible that Optimus might be made by a company other than Tesla – whether xAI or SpaceX or some JV – with Tesla receiving some sort of revenue share in return for their contributions to date in the spirit of fairness that Elon has always followed with his investors.

I believe it is highly likely that Tesla's stock would decline significantly should Elon leave and even more should the Optimus team leave with him. If this compensation package is approved, I will be rooting for him as a shareholder as he works super hard to achieve the value-creating milestones that would benefit both him and shareholders. I do not know how other shareholders feel, but I would certainly like another 10x in Tesla and simply do not believe this is possible without Elon.

Every vote matters because from my perspective many proxy voting firms are no longer primarily focused on shareholder value creation and the corporate governance departments at many investment firms feel bound to follow their decisions. The silliness of their concerns about dilution are self-evident in that the dilution would only occur after substantial share price appreciation for Tesla. I want my 10x.

I should note that [@atreidesmgmt](#) is an investor in many of Elon Musk's companies. [@atreidesmgmt](#) invests in these companies because I regard Elon as an exceptional founder who has repeatedly created significant value in different industries.

10:57 AM · Oct 30, 2025 · **97.6K** Views

57

129

1.4K

61





Tesla Optimus 🤖
@Tesla_Optimus

Vote your Tesla shares



12:48 PM · Oct 30, 2025 · 45.7K Views

117

217

2K

35



Time is Running Out to Vote6d10h51m37sVote Now

TESLA

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Third-Party Commentary

In the Words of Industry Analysts, Reporters, Experts
and Luminaries

On the 2025 CEO Performance Award

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Gavin Baker | Managing Partner & Chief Investment Officer of Atreides Management