

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): August 4, 2022**

**Tesla, Inc.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-34756  
(Commission  
File Number)

91-2197729  
(I.R.S. Employer  
Identification No.)

**1 Tesla Road  
Austin, Texas 78725**  
(Address of Principal Executive Offices, and Zip Code)

**(512) 516-8177**  
Registrant's Telephone Number, Including Area Code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock	TSLA	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At Tesla, Inc.'s ("Tesla") 2022 Annual Meeting of Stockholders (the "Annual Meeting") held on August 4, 2022, Tesla's stockholders voted on the following thirteen proposals and Tesla's inspector of election certified the vote tabulations indicated below.

**Proposal 1**

The individuals listed below were elected as Class III directors at the Annual Meeting to serve on Tesla's Board of Directors ("Board") for a term of three years or until their respective successors are duly elected and qualified.

	<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
Ira Ehrenpreis	422,083,489	237,576,620	6,834,686	160,206,457
Kathleen Wilson-Thompson	450,788,965	208,928,959	6,776,871	160,206,457

**Proposal 2**

Proposal 2 was a management proposal to adopt amendments to Tesla's certificate of incorporation to reduce director terms to two years. This proposal was not approved because it did not constitute at least 66 2/3% of the total outstanding shares of Tesla's common stock.

	<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
	658,920,067	2,368,893	5,205,834	160,206,457

**Proposal 3**

Proposal 3 was a management proposal to adopt amendments to Tesla's certificate of incorporation and bylaws to eliminate applicable supermajority voting requirements. This proposal was not approved because it did not constitute at least 66 2/3% of the total outstanding shares of Tesla's common stock.

	<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
	648,905,048	11,405,458	6,184,288	160,206,457

**Proposal 4**

Proposal 4 was a management proposal to adopt amendments to Tesla's certificate of incorporation to increase the number of authorized shares of common stock by 4,000,000,000 shares. This proposal was approved.

	<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
	815,392,835	9,035,354	2,273,062	0

**Proposal 5**

Proposal 5 was a management proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022. This proposal was approved.

	<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
	815,823,639	4,946,671	5,930,942	0

**Proposal 6**

Proposal 6 was a non-binding advisory stockholder proposal regarding proxy access. This proposal was approved.

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<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
339,203,424	318,953,638	8,337,732	160,206,457

**Proposal 7**

Proposal 7 was a non-binding advisory stockholder proposal regarding annual reporting on anti-harassment and discrimination efforts. This proposal was not approved.

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
310,073,911	350,704,443	5,716,440	160,206,457

**Proposal 8**

Proposal 8 was a non-binding advisory stockholder proposal regarding annual reporting on board diversity. This stockholder proposal was not approved.

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
64,045,523	593,842,981	8,606,291	160,206,457

**Proposal 9**

Proposal 9 was a non-binding advisory stockholder proposal regarding reporting on employee arbitration. This stockholder proposal was not approved.

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
249,694,649	410,541,878	6,258,267	160,206,457

**Proposal 10**

Proposal 10 was a non-binding advisory stockholder proposal regarding reporting on lobbying. This stockholder proposal was not approved.

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
228,375,570	431,305,947	6,813,278	160,206,457

**Proposal 11**

Proposal 11 was a non-binding advisory stockholder proposal regarding adoption of a freedom of association and collective bargaining policy rights. This stockholder proposal was not approved.

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
214,095,344	427,836,445	24,563,006	160,206,457

**Proposal 12**

Proposal 12 was a non-binding advisory stockholder proposal regarding additional reporting on child labor. This stockholder proposal was not approved.

<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
69,241,120	587,705,507	9,548,167	160,206,457

**Proposal 13**

Proposal 13 was a non-binding advisory stockholder proposal regarding additional reporting on water risk. This stockholder proposal was not approved.

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<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
233,727,702	426,509,894	6,257,198	160,206,457

**Item 8.01 Other Events**

On August 5, 2022, Tesla issued a press release announcing that its board of directors has declared a three-for-one split of Tesla’s common stock in the form of a stock dividend. A copy of this press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release of Tesla, Inc., dated August 5, 2022.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TESLA, INC.**

By: /s/ Zachary J. Kirkhorn  
**Zachary J. Kirkhorn**  
**Chief Financial**  
**Officer**

Date: August 5, 2022

**Exhibit 99.1**

### **Tesla Announces a Three-for-One Stock Split**

AUSTIN, Texas, August 5, 2022 - Tesla, Inc. ("Tesla") announced today that the Board of Directors has approved and declared a three-for-one split of Tesla's common stock in the form of a stock dividend to make stock ownership more accessible to employees and investors. Each stockholder of record on August 17, 2022 will receive a dividend of two additional shares of common stock for each then-held share, to be distributed after close of trading on August 24, 2022. Trading will begin on a stock split-adjusted basis on August 25, 2022.

#### Forward-Looking Statements

Certain statements, including, without limitation, statements regarding the expected timing and impact of the stock dividend are "forward-looking statements" that are subject to risks and uncertainties. These forward-looking statements are based on management's current expectations. Various important factors could cause actual results to differ materially, including the risks identified in our filings with the Securities and Exchange Commission, including our Quarterly Report on Form 10-Q for the quarter ended June 30, 2022. Tesla disclaims any obligation to update this information.

#### **Investor Relations Contact:**

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