

☐ 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

|  |  |  |   |
|--|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>Guillen Jerome M</u><br><br>(Last) (First) (Middle)<br><u>C/O TESLA, INC.</u><br><u>3500 DEER CREEK ROAD</u><br><br>(Street)<br><u>PALO ALTO</u> <u>CA</u> <u>94304</u><br><br>(City) (State) (Zip) | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>Tesla, Inc.</u> [ <u>TSLA</u> ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br><u>President, Heavy Trucking</u> |   |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/10/2021</u>                    |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 |  |   |

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                     |   |  |   |
| Common Stock                    | 05/10/2021                           |  | M <sup>(1)</sup>               |   | 10,000  | A          | \$55.32                   | 60,598  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 277   | D          | \$628.456 <sup>(2)</sup>  | 60,321  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 387   | D          | \$629.459 <sup>(3)</sup>  | 59,934  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$631.375 <sup>(4)</sup>  | 59,734  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 300   | D          | \$632.633 <sup>(5)</sup>  | 59,434  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 800   | D          | \$634.989 <sup>(6)</sup>  | 58,634  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 400   | D          | \$636.045 <sup>(7)</sup>  | 58,234  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 400   | D          | \$637.073 <sup>(8)</sup>  | 57,834  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 400   | D          | \$639.14 <sup>(9)</sup>   | 57,434  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 284   | D          | \$640.077 <sup>(10)</sup> | 57,150  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 400   | D          | \$641.34 <sup>(11)</sup>  | 56,750  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 300   | D          | \$643.097 <sup>(12)</sup> | 56,450  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 1,010   | D          | \$644.397 <sup>(13)</sup> | 55,440  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 785   | D          | \$645.101 <sup>(14)</sup> | 54,655  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 457   | D          | \$646.288 <sup>(15)</sup> | 54,198  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 800   | D          | \$647.676 <sup>(16)</sup> | 53,398  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 400   | D          | \$648.785 <sup>(17)</sup> | 52,998  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 300   | D          | \$650.09 <sup>(18)</sup>  | 52,698  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$651.29                  | 52,598  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 400   | D          | \$652.71 <sup>(19)</sup>  | 52,198  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 500   | D          | \$653.932 <sup>(20)</sup> | 51,698  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 300   | D          | \$654.873 <sup>(21)</sup> | 51,398  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$656 <sup>(22)</sup>     | 51,198  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$657.51                  | 51,098  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$659.805 <sup>(23)</sup> | 50,898  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$660.72                  | 50,798  | D  |   |
| Common Stock                    | 05/10/2021                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$663.55                  | 50,698  | D  |   |

|              |            |  |                  |     |   |          |        |   |  |
|--------------|------------|--|------------------|-----|---|----------|--------|---|--|
| Common Stock | 05/10/2021 |  | s <sup>(1)</sup> | 100 | D | \$664.77 | 50,598 | D |  |
|--------------|------------|--|------------------|-----|---|----------|--------|---|--|

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)  | \$55.32  | 05/10/2021                           |  | M <sup>(1)</sup>               |   |  | 10,000 | <sup>(24)</sup>  | 10/16/2028      | Common Stock  | 10,000                     | \$0.0                                      | 456,975  | 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 October 26, 2020.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$628.150 to \$629.060, 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.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$629.390 to \$629.570, 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.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$631.350 to \$631.400, 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.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$632.400 to \$632.970, 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 \$632.440 to \$635.370, 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 \$635.610 to \$636.320, 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 \$636.750 to \$637.590, 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 \$638.590 to \$639.380, 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 \$639.900 to \$640.250, 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.
11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$640.940 to \$641.570, 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 \$642.630 to \$643.550, 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 \$643.810 to \$644.800, 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 \$644.810 to \$645.390, 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. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$645.900 to \$646.780, 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.
16. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$647.350 to \$648.160, 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.
17. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$648.430 to \$649.050, 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.
18. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$649.890 to \$650.470, 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.
19. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$652.320 to \$653.210, 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.
20. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$653.400 to \$654.380, 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.
21. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$654.440 to \$655.290, 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.
22. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$655.900 to \$656.100, 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.
23. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$659.520 to \$660.090, 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.

24. 6/60th of the shares subject to the option became vested and exercisable on April 1, 2019, and 1/60th of the shares subject to the option shall become vested and exercisable each month thereafter, so that all such shares subject to this option shall be fully vested as of October 1, 2023.

By: [Aaron Beckman, Power of Attorney For: Jerome M. Guillen](#)

[05/12/2021](#)

\*\* 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.

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