

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Wilson-Thompson Kathleen</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Tesla, Inc. [TSLA]</u> | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/30/2020</u> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| C/O TESLA, INC. 3500 DEER CREEK ROAD | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | |
| (Street) | (City) | (State) | (Zip) | | | |
| <u>PALO ALTO</u> | <u>CA</u> | <u>94304</u> | | | | |

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 | 10/30/2020 | | M ⁽¹⁾ | | 12,500 | A | \$44.95 | 14,300 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 392 | D | \$382.868 ⁽²⁾ | 13,908 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 100 | D | \$385.48 | 13,808 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 100 | D | \$386.67 | 13,708 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 500 | D | \$388.29 ⁽³⁾ | 13,208 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 200 | D | \$389.295 ⁽⁴⁾ | 13,008 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 190 | D | \$395.453 ⁽⁵⁾ | 12,818 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 2,417 | D | \$396.763 ⁽⁶⁾ | 10,401 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 817 | D | \$397.732 ⁽⁷⁾ | 9,584 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 476 | D | \$398.896 ⁽⁸⁾ | 9,108 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 158 | D | \$399.51 | 8,950 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 1,532 | D | \$401.196 ⁽⁹⁾ | 7,418 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 710 | D | \$402.258 ⁽¹⁰⁾ | 6,708 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 1,655 | D | \$403.922 ⁽¹¹⁾ | 5,053 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 1,781 | D | \$404.991 ⁽¹²⁾ | 3,272 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 600 | D | \$406.005 ⁽¹³⁾ | 2,672 | D | |
| Common Stock | 10/30/2020 | | S ⁽¹⁾ | | 872 | D | \$406.923 ⁽¹⁴⁾ | 1,800 | 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 | | | | | |
| Non-Qualified Stock Option | \$44.95 | 10/30/2020 | | M ⁽¹⁾ | | | 12,500 | (15) | 06/18/2026 | Common Stock | \$0.0 | 200,000 | D | |

| | | | | | | | | | | | | | | | | | | | |
|-----------------------------|--|--|--|--|--|--|--|--|--|-------|--|--|--|--|--|--|--|--|--|
| Option (right to buy) | | | | | | | | | | STOCK | | | | | | | | | |
|-----------------------------|--|--|--|--|--|--|--|--|--|-------|--|--|--|--|--|--|--|--|--|

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 June 16, 2020.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$382.500 to \$383.150, 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 \$387.780 to \$388.660, 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.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$389.250 to \$389.340, 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 \$395.200 to \$395.680, 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 \$396.230 to \$397.210, 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.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$397.260 to \$398.210, 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.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$398.440 to \$399.110, 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 \$400.590 to \$401.560, 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 \$401.770 to \$402.630, 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 \$403.540 to \$404.210, 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.
12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$404.600 to \$405.530, 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 \$405.710 to \$406.310, 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 \$406.820 to \$407.000, 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. 1/36th of the shares granted shall become vested and exercisable as of each monthly anniversary of the grant date beginning on July 18, 2019, such that all shares subject to the Option shall be fully vested and exercisable by June 18, 2022.

By: Aaron Beckman, Power of
Attorney For: Kathleen 11/03/2020
Wilson-Thompson

** 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.