

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>Taneja Vaibhav</u> (Last) (First) (Middle) <u>C/O TESLA, INC.</u> <u>3500 DEER CREEK ROAD</u> (Street) <u>PALO ALTO CA 94304</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Tesla, Inc. [TSLA]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Accounting Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/05/2021</u> | |
| 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 | 04/05/2021 | | M ⁽¹⁾ | | 40 | A | \$55.32 | 18,229 | D | |
| Common Stock | 04/05/2021 | | M ⁽¹⁾ | | 4,050 | A | \$54.66 | 22,279 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 110 ⁽²⁾ | D | \$686.477 ⁽³⁾ | 22,169 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 12 ⁽²⁾ | D | \$687.783 ⁽⁴⁾ | 22,157 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 211 ⁽²⁾ | D | \$689.363 ⁽⁵⁾ | 21,946 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 12 ⁽²⁾ | D | \$690.348 ⁽⁶⁾ | 21,934 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 343 ⁽²⁾ | D | \$691.914 ⁽⁷⁾ | 21,591 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 541 ⁽²⁾ | D | \$692.986 ⁽⁸⁾ | 21,050 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 313 ⁽²⁾ | D | \$694.181 ⁽⁹⁾ | 20,737 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 680 ⁽²⁾ | D | \$695.057 ⁽¹⁰⁾ | 20,057 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 341 ⁽²⁾ | D | \$696.521 ⁽¹¹⁾ | 19,716 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 221 ⁽²⁾ | D | \$697.705 ⁽¹²⁾ | 19,495 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 619 ⁽²⁾ | D | \$698.663 ⁽¹³⁾ | 18,876 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 137 ⁽²⁾ | D | \$699.842 ⁽¹⁴⁾ | 18,739 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 431 ⁽²⁾ | D | \$701.194 ⁽¹⁵⁾ | 18,308 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 112 ⁽²⁾ | D | \$702.025 ⁽¹⁶⁾ | 18,196 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 137 ⁽²⁾ | D | \$703.611 ⁽¹⁷⁾ | 18,059 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 2 ⁽²⁾ | D | \$704.855 ⁽¹⁸⁾ | 18,057 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 11 ⁽²⁾ | D | \$706.031 ⁽¹⁹⁾ | 18,046 | D | |
| Common Stock | 04/05/2021 | | s ⁽¹⁾ | | 220 ⁽²⁾ | D | \$707.757 ⁽²⁰⁾ | 17,826 | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|------------|---|--|--|---|--|
| | | | | | | Date | Expiration | | | | | |
| | | | | | | | | Amount or Number of | | | | |

| | | | | Code | V | (A) | (D) | Exercisable | Date | Title | Shares | | | | |
|---|---------|------------|--|------------------|---|-----|-------|-------------|------------|--------------|--------|-------|---------|---|--|
| Non-Qualified Stock Option (right to buy) | \$54.66 | 04/05/2021 | | M ⁽¹⁾ | | | 4,050 | (21) | 04/19/2029 | Common Stock | 4,050 | \$0.0 | 302,690 | D | |
| Non-Qualified Stock Option (right to buy) | \$55.32 | 04/05/2021 | | M ⁽¹⁾ | | | 40 | (22) | 10/16/2028 | Common Stock | 40 | \$0.0 | 1,170 | D | |

Explanation of Responses:

- The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 4, 2020.
- Out of the total of 4,453 shares sold, approximately 2,171 shares were sold to cover the exercise price of, and to satisfy the reporting person's tax withholding obligations related to the exercise of stock options to purchase 4,090 shares as reported herein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$686.270 to \$686.490, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$687.620 to \$688.610, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$688.940 to \$689.820, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$690.100 to \$690.870, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$691.440 to \$692.340, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$692.570 to \$693.470, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$693.660 to \$694.540, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$694.680 to \$695.580, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$695.850 to \$696.810, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$697.060 to \$698.030, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$698.200 to \$699.090, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$699.350 to \$700.180, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$700.700 to \$701.560, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$701.700 to \$702.330, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$702.860 to \$703.830, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$704.610 to \$705.100, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$706.030 to \$706.040, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$707.430 to \$708.000, 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.
- 1/8th of the shares subject to the option became vested and exercisable on September 13, 2019, and an additional 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter, until fully vested on March 13, 2023.
- Represents part of a single option award grant, including Incentive Stock Options, initially for an aggregate 7,755 shares, as adjusted to give effect to a five-for-one forward split of the Issuer's common stock in the form of a stock dividend distributed on August 28, 2020. 1/60th of the aggregate shares subject to the option became vested and exercisable on November 1, 2018, 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 will be fully vested by October 1, 2023.

By: [Aaron Beckman, Power of Attorney For: Vaibhav Taneja](#) 04/07/2021

** 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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