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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

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Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>DENHOLM ROBYN M</u> (Last) (First) (Middle) <u>C/O TESLA, INC.</u> <u>1 TESLA ROAD</u> (Street) <u>AUSTIN TX 78725</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/12/2024</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	03/12/2024		M ⁽¹⁾		27,499	A	\$23.17	42,499	D	
Common Stock	03/12/2024		M ⁽¹⁾		66,206	A	\$23.17	108,705	D	
Common Stock	03/12/2024		S ⁽¹⁾		18,068	D	\$173.055 ⁽²⁾	90,637	D	
Common Stock	03/12/2024		S ⁽¹⁾		16,206	D	\$173.956 ⁽³⁾	74,431	D	
Common Stock	03/12/2024		S ⁽¹⁾		24,653	D	\$175.164 ⁽⁴⁾	49,778	D	
Common Stock	03/12/2024		S ⁽¹⁾		2,859	D	\$175.841 ⁽⁵⁾	46,919	D	
Common Stock	03/12/2024		S ⁽¹⁾		1,619	D	\$176.808 ⁽⁶⁾	45,300	D	
Common Stock	03/12/2024		S ⁽¹⁾		30,300	D	\$177.771 ⁽⁷⁾	15,000	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)	\$23.17	03/12/2024		M ⁽¹⁾			66,206	⁽⁸⁾	08/18/2024	Common Stock	66,206	\$0.0	68,794	D	
Non-Qualified Stock Option (right to buy)	\$23.17	03/12/2024		M ⁽¹⁾			27,499	⁽⁸⁾	08/18/2024	Common Stock	27,499	\$0.0	58,795	D	

1. The transactions reported on this Form 4 were automatically effected pursuant to a Rule 10b5-1 trading plan previously adopted on October 23, 2023 and established by the reporting person for the purpose of an orderly liquidation of options scheduled to expire in 2024.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$173.460 to \$174.450, 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 \$175.500 to \$176.353, 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 \$177.770 to \$177.820, 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.

By: Aaron Beckman, Power of
Attorney For: Robyn M. 03/14/2024
Denholm

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.