

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**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*<br><u>Kirkhorn Zachary</u><br><br>(Last) (First) (Middle)<br>C/O TESLA, INC.<br>1 TESLA ROAD<br><br>(Street)<br>AUSTIN TX 78725<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Tesla, Inc. [ TSLA ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chief Financial Officer</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/05/2023             |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                 |

**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                    | 03/05/2023                           |  | M <sup>(1)</sup>               |   | 645   | A          | \$0.0                   | 197,306.25  | D  |   |
| Common Stock                    | 03/05/2023                           |  | M <sup>(1)</sup>               |   | 2,722   | A          | \$0.0                   | 200,028.25  | D  |   |
| Common Stock                    | 03/05/2023                           |  | M <sup>(1)</sup>               |   | 13,500  | A          | \$0.0                   | 213,528.25  | D  |   |
| Common Stock                    | 03/06/2023                           |  | S <sup>(2)</sup>               |   | 6,706   | D          | \$195.789               | 206,822.25  | D  |   |
| Common Stock                    | 03/06/2023                           |  | S <sup>(3)</sup>               |   | 3,749.25  | D          | \$198.39 <sup>(4)</sup> | 203,073   | 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 |
| Restricted Stock Unit                      | \$0.0  | 03/05/2023                           |  | M                              |   |  | 645    | (5)  | (5)             | Common Stock  | 645  | \$0.0  | 1,944   | D  |       |
| Restricted Stock Unit                      | \$0.0  | 03/05/2023                           |  | M                              |   |  | 2,722  | (5)  | (5)             | Common Stock  | 2,722                                      | \$0.0  | 8,168   | D  |       |
| Restricted Stock Unit                      | \$0.0  | 03/05/2023                           |  | M                              |   |  | 13,500 | (6)  | (6)             | Common Stock  | 13,500                                     | \$0.0  | 13,500  | D  |       |

**Explanation of Responses:**

- Shares of the Issuer's common stock were issued to the reporting person upon the vesting of restricted stock units on March 5 2023.
- PURSUANT TO THE ISSUER'S EQUITY PLAN AND POLICIES, THESE SHARES OF COMMON STOCK WERE AUTOMATICALLY WITHHELD AND SOLD BY THE ISSUER TO SATISFY THE REPORTING PERSON'S TAX WITHHOLDING OBLIGATIONS RELATED TO THE VESTING OF RESTRICTED STOCK UNITS REPORTED HEREIN.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 29, 2022.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$198.205 to \$198.390, 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.
- 1/20th of the total restricted stock units initially subject to this award vested on March 5, 2019, and 1/20th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of December 5, 2023.
- 1/8th of the total restricted stock units initially subject to this award vested on December 5, 2019, and 1/16th of the total units initially subject to this award vest every quarter thereafter, so that all such shares subject to this award will be fully vested on June 5, 2023.

By: Aaron Beckman, Power of Attorney For: Zachary J. Kirkhorn 03/07/2023

\*\* 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.**