UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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*  
Baglino Andrew D  
(C/O TESLA, INC.  
1 TESLA ROAD  
AUSTIN TX 78725)

2. Issuer Name and Ticker or Trading Symbol  
Tesla, Inc. [ TSLA ]

3. Date of Earliest Transaction (Month/Day/Year)  
12/05/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)  

5. Relationship of Reporting Person(s) to Issuer  
Director 10% Owner  
Officer (give title Other (specify below)  
SVP Powertrain and Energy Eng.

6. Individual or Joint/Group Filing (Check Applicable Line)  
X Form filed by One Reporting Person  
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>4A. Amount Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/05/2023</td>
<td></td>
<td>M</td>
<td>2,586 A</td>
<td>70,688.5</td>
<td>D</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/06/2023</td>
<td></td>
<td>S</td>
<td>1,298.5 D</td>
<td>69,390</td>
<td>D</td>
<td>X</td>
<td>X</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Unit</td>
<td>$0.0</td>
<td>12/05/2023</td>
<td></td>
<td>M</td>
<td>2,586</td>
<td>(3) (3) Common Stock</td>
<td>2,586 $0.0</td>
<td>D</td>
<td></td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Shares of the Issuer’s common stock were issued to the reporting person upon the vesting of restricted stock units on December 5, 2023.
2. 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.
3. 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 were fully vested as of December 5, 2023.

By: Aaron Beckman, Power of Attorney For: Andrew D. Baglino  
12/07/2023

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).
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.