
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)
May 13, 2019

Tesla, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-34756
(Commission File Number)

91-2197729
(IRS Employer
Identification No.)

3500 Deer Creek Road
Palo Alto, California 94304
(Address of principal executive offices, including zip code)

(650) 681-5000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock	TSLA	The Nasdaq Global Select Market

Item 8.01. Other Events.

On May 13, 2019, Tesla, Inc. ("Tesla") issued a press release announcing the final offer consideration for its previously announced offer to exchange all outstanding shares of common stock of Maxwell Technologies, Inc. ("Maxwell") for shares of Tesla common stock (the "Offer"). A copy of this press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

In connection with the offer to exchange, the opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, and the opinion of DLA Piper LLP (US) as to material U.S. federal income tax consequences of the Offer and subsequent merger, delivered to Tesla and Maxwell, respectively, as of the effective date of the Registration Statement on Form S-4 (Registration No. 333-229749) relating to the Offer (the "Registration Statement"), are being filed as Exhibits 8.1 and 8.2, respectively, to this Current Report on Form 8-K, and each is incorporated herein and into the Registration Statement by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
8.1	<u>Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, regarding tax matters.</u>
8.2	<u>Opinion of DLA Piper LLP (US), regarding tax matters.</u>
99.1	<u>Press Release of Tesla, Inc., dated May 13, 2019.</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TESLA, INC.

Date: May 13, 2019

By: /s/ Zachary J. Kirkhom

Name: Zachary J. Kirkhom

Title: Chief Financial Officer

[WSGR Letterhead]

May 10, 2019

Tesla, Inc.
3500 Deer Creek Road
Palo Alto, CA 94304

Ladies and Gentlemen:

We have acted as counsel to Tesla, Inc., a Delaware corporation ("Parent"), in connection with the preparation and execution of the Agreement and Plan of Merger, dated as of February 3, 2019 (the "Agreement"), by and among Parent, Cambria Acquisition Corp., a Delaware corporation and wholly owned subsidiary of Parent ("Purchaser") and Maxwell Technologies, Inc., a Delaware corporation ("Company"), pursuant to which Purchaser is undertaking an exchange offer to acquire issued and outstanding common stock of the Company (the "Offer") and following the Offer, Purchaser will merge with and into the Company, with the Company as the surviving corporation (the "Merger").

The Merger and certain other matters contemplated by the Agreement are described in the Registration Statement on Form S-4 (the "Registration Statement") of Parent, which includes a prospectus/offer to exchange containing the information required under Rule 14d-4(b) promulgated under the Exchange Act (the "Prospectus-Offer to Exchange"). This opinion is being rendered pursuant to the requirements of Item 601(b)(8) of Regulation S-K under the Securities Act of 1933, as amended. Unless otherwise indicated, any capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Agreement or the Registration Statement.

In connection with this opinion, we have examined and are familiar with the Agreement, the Registration Statement, and such other presently existing documents, records and matters of law as we have deemed necessary or appropriate for purposes of our opinion. In addition, we have assumed, without any independent investigation or examination thereof, (i) that the Offer, the Merger and all related transactions will be consummated in accordance with the provisions of the Agreement and as described in the Registration Statement and will be effective under applicable state law, and that the parties have complied with and, if applicable, will continue to comply with, the covenants, conditions and other provisions contained in the Agreement without any waiver, breach or amendment thereof; (ii) the continuing truth and accuracy at all times through the Effective Time of the statements, representations and warranties made by Parent, Purchaser and the Company in the Agreement and the Registration Statement; (iii) the continuing truth and accuracy at all times through the Effective Time of the certificates of representations provided to us by Parent, Purchaser and the Company on the date hereof; and (iv) that any such statements, representations or warranties made "to the knowledge," or based on belief or intention, or similarly qualified, are true and accurate, and will continue to be true and accurate at all times through the Effective Time, without such qualification.

Based upon and subject to the foregoing, we hereby confirm that, subject to the qualifications and limitations described herein and therein, the disclosure contained in the Registration Statement under the caption, "Material U.S. Federal Income Tax Consequences," constitutes our opinion as to the material U.S. federal income tax consequences of the Offer and the Merger.

We express our opinion herein only as to those matters specifically set forth above and no opinion should be inferred as to the tax consequences of the Offer or Merger under any state, local or non-U.S. law, or with respect to other areas of U.S. federal taxation. There can be no assurance that changes in the law will not take place that could affect the U.S. federal income tax consequences of the Offer or the Merger, or that contrary positions may not be taken by the Internal Revenue Service. In the event any of the facts, statements, descriptions, covenants, representations, warranties, or assumptions upon which we have relied is incorrect, our opinion might be adversely affected and may not be relied upon.

We hereby consent to the filing of this opinion as Exhibit 8.1 to the Registration Statement. We also consent to the reference to our firm name wherever appearing in the Registration Statement with respect to the discussion of the material U.S. federal income tax consequences of the Offer and the Merger, including the Prospectus-Offer to Exchange constituting a part thereof, and any amendment thereto. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder, nor do we thereby admit that we are experts with respect to any part of such Registration Statement within the meaning of the term "experts" as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ WILSON SONSINI GOODRICH & ROSATI

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

[DLA Letterhead]

May 10, 2019

Maxwell Technologies, Inc.
3888 Calle Fortunada
San Diego, CA 92123

Ladies and Gentlemen:

We have acted as counsel to Maxwell Technologies, Inc., a Delaware corporation (the “Company”), in connection with the preparation and execution of the Agreement and Plan of Merger, dated as of February 3, 2019 (the “Agreement”), by and among Tesla, Inc., a Delaware corporation (“Parent”), Cambria Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Parent (“Purchaser”), and the Company, pursuant to which Purchaser is undertaking an exchange offer to acquire issued and outstanding common stock of the Company (the “Offer”) and following the Offer, Purchaser will merge with and into the Company, with the Company as the surviving corporation (the “Merger”).

The Merger and certain other matters contemplated by the Agreement are described in the Registration Statement on Form S-4 (the “Registration Statement”) of Parent, which includes a prospectus/offer to exchange containing the information required under Rule 14d-4(b) promulgated under the Exchange Act (the “Prospectus-Offer to Exchange”). This opinion is being rendered pursuant to the requirements of Item 601(b)(8) of Regulation S-K under the Securities Act of 1933, as amended. Unless otherwise indicated, any capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Agreement or the Registration Statement.

In connection with this opinion, we have examined and are familiar with the Agreement, the Registration Statement, and such other presently existing documents, records and matters of law as we have deemed necessary or appropriate for purposes of our opinion. In addition, we have assumed, without any independent investigation or examination thereof, (i) that the Offer, the Merger and all related transactions will be consummated in accordance with the provisions of the Agreement and as described in the Registration Statement and will be effective under applicable state law, and that the parties have complied with and, if applicable, will continue to comply with, the covenants, conditions and other provisions contained in the Agreement without any waiver, breach or amendment thereof; (ii) the continuing truth and accuracy at all times through the Effective Time of the statements, representations and warranties made by Parent, Purchaser and the Company in the Agreement and the Registration Statement; (iii) the continuing truth and accuracy at all times through the Effective Time of the certificates of representations provided to us by Parent, Purchaser and the Company on the date hereof; and (iv) that any such statements, representations or warranties made “to the knowledge,” or based on belief or intention, or similarly qualified, are true and accurate, and will continue to be true and accurate at all times through the Effective Time, without such qualification.

Based upon and subject to the foregoing, we hereby confirm that, subject to the qualifications and limitations described herein and therein, the disclosure contained in the Registration Statement under the caption “Material U.S. Federal Income Tax Consequences,” constitutes our opinion as to the material U.S. federal income tax consequences of the Offer and the Merger.

We express our opinion herein only as to those matters specifically set forth above and no opinion should be inferred as to the tax consequences of the Offer or the Merger under any state, local or non-U.S.

[DLA Letterhead]
Maxwell Technologies, Inc.
May 10, 2019
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law, or with respect to other areas of U.S. federal taxation. There can be no assurance that changes in the law will not take place that could affect the U.S. federal income tax consequences of the Offer or the Merger, or that contrary positions may not be taken by the Internal Revenue Service. In the event any of the facts, statements, descriptions, covenants, representations, warranties, or assumptions upon which we have relied is incorrect, our opinion might be adversely affected and may not be relied upon.

We hereby consent to the filing of this opinion as Exhibit 8.2 to the Registration Statement. We also consent to the reference to our firm name wherever appearing in the Registration Statement with respect to the discussion of the material U.S. federal income tax consequences of the Offer and the Merger, including the Prospectus-Offer to Exchange constituting a part thereof, and any amendment thereto. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder, nor do we thereby admit that we are experts with respect to any part of such Registration Statement within the meaning of the term “experts” as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ DLA Piper LLP (US)

DLA Piper LLP (US)

May 13, 2019

**Tesla Announces Offer Consideration for Previously Announced Offer to Exchange
Maxwell Technologies Common Stock for Tesla Common Stock**

PALO ALTO, Calif, May 13, 2019 – Tesla, Inc. (NASDAQ: TSLA) today announced the final offer consideration for its previously announced offer to exchange all outstanding shares of common stock of Maxwell Technologies, Inc. for shares of Tesla common stock. Based on the terms of the previously announced merger agreement between Tesla and Maxwell, as well as the terms and conditions set forth in Tesla’s exchange offer materials and related letter of transmittal, if the exchange offer is completed on its currently scheduled expiration date, each share of Maxwell common stock that is validly tendered in the offer and not withdrawn prior to the expiration date of the offer will be entitled to receive 0.0193 of a share of Tesla common stock, together with cash in lieu of any fractional shares of Tesla common stock, without interest and less any applicable withholding taxes.

Tesla’s exchange offer is scheduled to expire at 11:59 p.m., Eastern Time, on May 15, 2019, unless it is further extended or earlier terminated in accordance with the merger agreement between Tesla and Maxwell. The completion of the offer remains subject to customary closing conditions.

Forward-Looking Statements

This communication contains forward-looking statements that involve risks and uncertainties. These forward-looking statements are based on current expectations, estimates and forecasts, as well as the beliefs and assumptions of Tesla’s management, and are subject to risks and uncertainties that are difficult to predict. Many factors could cause actual results or events to differ materially from those anticipated, including: risks and uncertainties discussed in this communication and those matters described under the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of Tesla’s Annual Report on Form 10-K for the year ended December 31, 2018 and Tesla’s Quarterly Report on Form 10-Q for the three months ended March 31, 2019, subsequent Reports on Form 8-K, the Schedule TO relating to the offer and other filings Tesla makes with the Securities and Exchange Commission. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. We do not assume any obligation to update any forward-looking statements.

Additional Information and Where to Find It

This communication is neither an offer to purchase nor a solicitation of an offer to sell shares of Maxwell Technologies common stock. On February 20, 2019, Tesla filed with the SEC a Tender Offer Statement on Schedule TO and a Registration Statement on Form S-4 and Maxwell Technologies filed with the SEC the Solicitation/Recommendation Statement on Schedule 14D-9, each as subsequently amended. Stockholders of Maxwell Technologies are urged to read the foregoing offer materials (including the prospectus/offer to exchange and the related letter of transmittal) because they contain important information that such stockholders should consider before making any decision regarding Tesla’s offer and the terms thereof. The foregoing offer materials are available for free at the SEC’s web site at www.sec.gov. Copies of the offer materials and Schedule 14D-9 may also be obtained free of charge from Georgeson LLC, the information agent for the offer, by writing Georgeson LLC, 290 Avenue of the Americas, 9th Floor, New York, NY 10104, or by calling toll free at (888) 643-8150.