
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE TO
(RULE 14D-100)**

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 8)**

MAXWELL TECHNOLOGIES, INC.
(Names of Subject Company)

CAMBRIA ACQUISITION CORP.
(Offeror)

TESLA, INC.
(Parent of Offeror)
(Names of Filing Persons)

COMMON STOCK, \$0.10 PAR VALUE
(Title of Class of Securities)

577767106
(CUSIP Number of Class of Securities)

**Elon Musk
Chief Executive Officer
Tesla, Inc.
3500 Deer Creek Road
Palo Alto, California 94304
(650) 681-5000**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:

**Mark B. Baudler
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3500 Deer Creek Road
Palo Alto, California 94304
(650) 681-5000**

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$235,674,520.50	\$28,563.76***

* Estimated solely for the purpose of calculating the registration fee pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended, based on the product of (i) \$4.70, the average of the high and low sales prices per share of Maxwell Technologies, Inc. common stock on February 12, 2019, as reported by the Nasdaq Global Market, and (ii) 50,143,515 (which represents the estimated maximum number of shares of Maxwell Technologies, Inc. common stock that may be exchanged in the offer and the subsequent merger described herein for the offer consideration, including (x) shares underlying Maxwell Technologies, Inc. equity awards outstanding as of February 11, 2019, and (y) shares underlying Maxwell Technologies, Inc. equity awards that are expected to be granted between February 11, 2019 and the closing of the offer and the subsequent merger described herein in accordance with the merger agreement described herein).

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals 0.0001212 multiplied by the proposed maximum offering price.

*** Previously paid.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$28,563.76
Form or Registration No.: Form S-4 333-229749

Filing Party: Tesla, Inc.
Date Filed: February 20, 2019

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 8 (this “Amendment No. 8”) amends and supplements the Tender Offer Statement on Schedule TO, originally filed with the Securities and Exchange Commission (the “SEC”) on February 20, 2019, as amended by Amendment No. 1 to the Tender Offer Statement filed with the SEC on March 15, 2019 and further amended by Amendment No. 2 to the Tender Offer Statement filed with the SEC on March 28, 2019, by Amendment No. 3 to the Tender Offer Statement filed with the SEC on April 3, 2019, by Amendment No. 4 to the Tender Offer Statement filed with the SEC on April 8, 2019, by Amendment No. 5 to the Tender Offer Statement filed with the SEC on April 29, 2019, by Amendment No. 6 to the Tender Offer Statement filed with the SEC on May 8, 2019 and by Amendment No. 7 to the Tender Offer Statement filed with the SEC on May 13, 2019 (together with any subsequent amendments and supplements thereto, the “Schedule TO”), by Tesla, Inc., a Delaware corporation (“Tesla”), and Cambria Acquisition Corp., a Delaware corporation and a direct wholly-owned subsidiary of Tesla (the “Offeror”). This Schedule TO relates to the offer by the Offeror to exchange for each outstanding share of common stock of Maxwell Technologies, Inc., a Delaware corporation (“Maxwell”), par value \$0.10 per share (“Maxwell common stock” and such shares of Maxwell common stock, “Maxwell shares”), validly tendered and not validly withdrawn in the offer, for a fraction of a share of Tesla common stock, par value \$0.001 per share (which we refer to as “Tesla common stock” and such shares of Tesla common stock, “Tesla shares”) equal to the quotient obtained by dividing \$4.75 by the volume weighted average of the daily volume weighted average of the trading price of one (1) share of Tesla common stock as reported on the Nasdaq Global Select Market for the five (5) consecutive trading days immediately preceding the second trading day prior to the date of the expiration of the offer, subject to the minimum, together with cash in lieu of any fractional shares of Tesla common stock, without interest and less any applicable withholding taxes. In the event that the Tesla common stock price is equal to or less than \$245.90, the minimum will apply and each share of Maxwell common stock validly tendered and not validly withdrawn in the offer will be exchanged for 0.0193 of a share of Tesla common stock. The foregoing consideration, the “Offer Consideration,” and such offer, on the terms and subject to the conditions and procedures set forth in the prospectus/offer to exchange, dated February 20, 2019 (the “Prospectus/Offer to Exchange”), and in the related letter of transmittal (the “Letter of Transmittal”), together with any amendments or supplements thereto, the “Offer”.

Tesla has filed with the SEC a Registration Statement on Form S-4 dated February 20, 2019, relating to the offer and sale of shares of Tesla common stock to be issued to holders of shares of Maxwell common stock validly tendered and not validly withdrawn in the Offer (as amended, the “Registration Statement”). The terms and conditions of the Offer are set forth in the Prospectus/Offer to Exchange, which is a part of the Registration Statement, and the Letter of Transmittal, which were filed as Exhibits (a)(4) and (a)(1)(A), respectively, to the Schedule TO. Pursuant to General Instruction F to Schedule TO, the information contained in the Prospectus/Offer to Exchange and the Letter of Transmittal, including any prospectus supplement or other supplement thereto related to the Offer hereafter filed with the SEC by Tesla or the Offeror, is hereby expressly incorporated into the Schedule TO by reference in response to Items 1 through 11 of the Schedule TO and is supplemented by the information specifically provided for in the Schedule TO. The Agreement and Plan of Merger, dated as of February 3, 2019, by and among Tesla, the Offeror and Maxwell, a copy of which is filed as Exhibit (d)(1) to the Schedule TO, is incorporated into the Schedule TO by reference.

All information regarding the Offer as set forth in the Schedule TO, including all exhibits and annexes thereto that were previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment No. 8, except that such information is hereby amended and supplemented to the extent specifically provided for herein and to the extent amended and supplemented by the exhibits filed herewith. Capitalized terms used but not defined in this Amendment No. 8 have the meanings ascribed to them in the Schedule TO.

Item 1. Summary Term Sheet.

Item 1 of the Schedule TO is hereby amended and supplemented by adding the text set forth below in Item 4.

Item 4. Terms of the Transaction.

Item 4(a) of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

“At 11:59 p.m., Eastern Time, on May 15, 2019, the Offer expired as scheduled and was not extended. The Offeror was advised by the depository and exchange agent for the Offer that as of the expiration of the Offer, a total of approximately 36,764,342 shares of Maxwell Common Stock were validly tendered and not validly withdrawn in the Offer, representing approximately 79% of the aggregate voting power of the Maxwell shares outstanding immediately after the consummation of the Offer. The number of shares of Maxwell Common Stock validly tendered and not validly withdrawn in the Offer satisfied the minimum tender condition (as defined in the Prospectus/Offer to Exchange). All conditions to the Offer having been satisfied, all shares of Maxwell Common Stock that were validly tendered and not validly withdrawn have been accepted by Tesla for payment in accordance with the terms of the Offer.

Following the completion of the Offer, on May 16, 2019, Tesla completed the acquisition of Maxwell through a second-step merger of a wholly-owned subsidiary of Tesla with and into Maxwell, in accordance with Section 251(h) of the General Corporation Law of the State of Delaware (the “Merger”).

Following the Merger, all shares of Maxwell Common Stock ceased trading prior to the opening of the Nasdaq Global Market (“Nasdaq”) on May 16, 2019 and will be delisted from Nasdaq and deregistered under the Securities and Exchange Act of 1934, as amended.

On May 16, 2019, Tesla issued a press release announcing the expiration and results of the Offer and the consummation of the Merger. A copy of the press release is attached as Exhibit (a)(5)(Q) hereto and incorporated by reference herein.”

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the text set forth above in Item 4.

Item 12. Exhibits.

The Exhibit Index incorporated by reference in Item 12 of the Schedule TO is hereby amended by the addition of Exhibit (a)(5)(Q) as set forth below:

(a)(5)(Q) Press release issued by Tesla, dated May 16, 2019

SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 16, 2019

CAMBRIA ACQUISITION CORP.

By: /s/ Brian Scelfo
Name: Brian Scelfo
Title: President

TESLA, INC.

By: /s/ Zachary Kirkhorn
Name: Zachary Kirkhorn
Title: Chief Financial Officer



May 16, 2019

Tesla Completes Acquisition of Maxwell Technologies

PALO ALTO, Calif, May 16, 2019 – Tesla, Inc. (NASDAQ: TSLA) today announced the successful completion of its previously announced offer to exchange all outstanding shares of common stock of Maxwell Technologies, Inc. (“Maxwell”) for 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.

The exchange offer expired at 11:59 p.m., Eastern Time, on Wednesday, May 15, 2019. As of the expiration of the exchange offer, a total of approximately 36,764,342 shares of common stock of Maxwell were validly tendered in the exchange offer and not validly withdrawn, representing approximately 79% of the aggregate voting power of the shares of Maxwell common stock outstanding immediately after the consummation of the exchange offer. All shares of Maxwell common stock that were validly tendered and not validly withdrawn prior to the expiration of the offer have been accepted by Tesla for payment in accordance with the terms of the exchange offer.

Following to the completion of the exchange offer, Tesla completed the acquisition of Maxwell by consummating the second step merger contemplated by the previously announced merger agreement between Tesla and Maxwell. As a result of this merger, all shares of Maxwell stock that were not tendered in Tesla’s exchange offer were cancelled in exchange for the right to receive the same consideration paid for Maxwell stock in the exchange offer.

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.

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