

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Ehrenpreis Ira Matthew</u> <hr/> (Last) (First) (Middle) C/O TESLA, INC. 3500 DEER CREEK ROAD <hr/> (Street) PALO ALTO CA 94304 <hr/> (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>06/10/2019</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	06/10/2019		M <sup>(1)</sup>		7,240	A	\$29.66	22,512	D	
Common Stock	06/10/2019		M <sup>(1)</sup>		313	A	\$29.66	22,825	D	
Common Stock	06/10/2019		M <sup>(1)</sup>		157	A	\$29.66	22,982	D	
Common Stock	06/10/2019		M <sup>(1)</sup>		469	A	\$29.66	23,451	D	
Common Stock	06/10/2019		M <sup>(1)</sup>		313	A	\$29.66	23,764	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
Non-Qualified Stock Option (right to buy)	\$29.66	06/10/2019		M			7,240	(2)	06/12/2019	Common Stock	7,240	\$0.0	1,252 <sup>(3)</sup>	D	
Non-Qualified Stock Option (right to buy)	\$29.66	06/10/2019		M			313	(4)	06/12/2019	Common Stock	313	\$0.0	939 <sup>(3)</sup>	D	
Non-Qualified Stock Option (right to buy)	\$29.66	06/10/2019		M			157	(4)	06/12/2019	Common Stock	157	\$0.0	782 <sup>(3)</sup>	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
Non-Qualified Stock Option (right to buy)	\$29.66	06/10/2019		M			469	(4)	06/12/2019	Common Stock	469	\$0.0	313 <sup>(3)</sup>	D	
Non-Qualified Stock Option (right to buy)	\$29.66	06/10/2019		M			313	(4)	06/12/2019	Common Stock	313	\$0.0	0 <sup>(3)</sup>	D	

**Explanation of Responses:**

- The transactions reported on this Form 4 represent a cash exercise by the Reporting Person of long-held stock options that were scheduled to expire on June 12, 2019, for shares of the Issuer's common stock. No sales of Issuer's stock have occurred as part of these transactions.
- 1/24th of the shares granted became vested and exercisable as of each monthly anniversary beginning on July 8, 2013, such that all shares subject to the Option were fully vested and exercisable by June 8, 2015.
- Reflects sequential exercises of certain stock option awards with the same exercise prices and expiration dates of June 12, 2019. Following the transactions reported in this Form 4, 0 shares remained subject to such stock option awards.
- This stock option award is a triennial equity award granted pursuant to the Company's 2010 Equity Incentive Plan and Outside Director Compensation Policy. 1/36th of the shares granted became vested and exercisable as of each monthly anniversary beginning on July 12, 2012, such that all shares subject to the Option became fully vested and exercisable by June 12, 2015.

By: Aaron Beckman by Power  
of Attorney For: Ira Matthew Ehrenpreis 06/12/2019

\*\* 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.**

LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE

The undersigned, as a Director of Tesla, Inc. (the "Company"), hereby constitutes and appoints Jonathan Chang, Yun Huh, Aaron Beckman and each of them, the undersigned's true and lawful attorney-in-fact and agent to complete and execute such Forms 144, Forms 3, 4 and 5 and other forms as such attorney shall in his discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933 (as amended), Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company, and to do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney shall deem appropriate. The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company unless earlier revoked by the undersigned in a writing delivered to the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed at Palo Alto, CA as of the date set forth below.

/s/Ira Ehrenpreis  
June 3, 2019